



THE UNITED STATES
CORPORATION
COMPANY

F98000002114

ACCOUNT NO. : 072100000032

REFERENCE : 778544 5011226

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 122.50

ORDER DATE : April 13, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 778544-010

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 14 PM 1:23

FOREIGN FILINGS

100002488201--0

NAME: PMC MANAGEMENT, INC.

File First

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. PMC Management, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia
(State or country under the law of which it is incorporated)
3. 59-3490734
(FEI number, if applicable)
4. 07/21/97
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 8669-Commodity Circle
Orlando, Florida 32819
(Current mailing address)
8. operation of restaurant and entertainment complexes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Byrd F. Marshall, Esquire
201 E. Pine Street
Office Address: Suite 1200

Orlando, Florida, 32801
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Co-Chairman: Robert I. Earl
and Co-CEO
Address: 8669 Commodity Circle
Orlando, FL 32819

Co-~~XXX~~Chairman: Stanley H. Durwood
and Co-CEO
Address: 106 West 14th Street
Kansas City, MO 64144-6615

Director: NONE. THIS CORPORATION OPERATES WITHOUT A
Address: BOARD OF DIRECTORS.

Director: NONE.
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

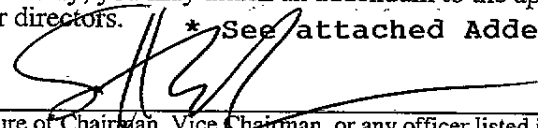
Co- President: Nathaniel J. Lipman
Address: 8669 Commodity Circle
Orlando, FL 32819

Executive Vice President: Thomas Avallone
Address: 8669 Commodity Circle
Orlando, FL 32819

Co- Secretary: Scott E. Johnson
Address: 8669 Commodity Circle
Orlando, FL 32819

Treasurer: NONE
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. ** See attached Addendum.*

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott E. Johnson, Co-Secretary
(Typed or printed name and capacity of person signing application)

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Addendum to
Application by Foreign Corporation for Authorization
to Transact Business in Florida

PMC Management, Inc.
FEIN 59-3490734

13. Officers:

Co-President: Peter C. Brown
Address: AMC Entertainment, Inc.
1006 W. 14th Street
Kansas City, Missouri 64141-6615

Executive Vice President: Phillip M. Singleton
Address: AMC Entertainment, Inc.
1006 W. 14th Street
Kansas City, Missouri 64141-6615

Co-Secretary: Nancy L. Gallagher
Address: AMC Entertainment, Inc.
1006 W. 14th Street
Kansas City, Missouri 64141-6615

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981030902
CONTROL NUMBER : 9728627
DATE INC/AUTH/FILED: 07/21/1997
JURISDICTION : GEORGIA
PRINT DATE : 04/13/1998
FORM NUMBER : 211

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CSC
STACY L. EARNEST
100 PEACHTREE ST.
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PMC MANAGEMENT, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State