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FIELDSTONE LESTER & SHEAR

FAX NO. 3053575762

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**MERGER OR SHARE EXCHANGE**  
**SHOWTIME THEATRES OF FLORIDA, LLC**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SHOWTIME THEATRES INC. A FLORIDA ENTITY

INTO

**SHOWTIME THEATRES OF FLORIDA, LLC**, a Florida entity, L01000022186

File date: December 21, 2001, effective January 1, 2002

Corporate Specialist: Agnes Lunt

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**MERGER OR SHARE EXCHANGE**

**SHOWTIME THEATRES OF FLORIDA, LLC**



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 20, 2001

SHOWTIME THEATRES OF FLORIDA, LLC  
201 ALHAMBRA CIRCLE, SUITE 601  
CORAL GABLES, FL 33134

SUBJECT: SHOWTIME THEATRES OF FLORIDA, LLC  
REF: LD1000022186

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

✓ You must give the address of the manager listed in Article Five of the Plan of Merger (Leon Cohen).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

FAX Aud. #: H01000123020  
Letter Number: 001A00066738

**ARTICLES OF MERGER**  
**OF**  
**SHOWTIME THEATRES OF FLORIDA, LLC**  
**(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**  
**AND**  
**SHOWTIME THEATRES INC.**  
**(TERMINATING FLORIDA CORPORATION)**

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Showtime Theatres of Florida, LLC 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit limited liability company
Florida Document/Registration Number: L01000022186		FEI Number: (being applied for)

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Showtime Theatres Inc. 201 Alhambra Circle Suite 601 Coral Gables, FL 33134	Florida	profit corporation
Florida Document/Registration Number: P94000008459		FEI Number: 65-0464517

**THIRD:** The Plan of Merger meets the requirements of section(s) 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter(s) 608, Florida Statutes and is attached hereto and made a part hereof.

**FOURTH:** The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdiction.

**FIFTH:** Adoption of Merger by the Surviving Company:

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The Plan of Merger was adopted by the members of the surviving company December 3, 2001.

**SIXTH:** Adoption of Merger by the Merging Corporation:

The Plan of Merger was approved by a majority of the shareholders of the Merging Corporation on December 3, 2001, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Corporation on December 3, 2001.

**SEVENTH:** The surviving entity has obtained the written consent of each member or person that as a result of the merger is now a member of the surviving entity pursuant to section (2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdiction and is not prohibited by the agreement of any corporation or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of January 1, 2002.

**TENTH:** SIGNATURE(S):

Dated: December 14<sup>th</sup>, 2001.

Showtime Theatres of Florida, LLC, a Florida limited liability company

By: \_\_\_\_\_

Leon Cohen, Managing Member

Showtime Theatres Inc., a Florida corporation

By: \_\_\_\_\_

Leon Cohen, Vice President

### PLAN OF MERGER

The following PLAN OF MERGER, which was adopted and approved by each party to the merger is accordance with section(s), is being submitted in accordance with section(s) 607.1107, 617.1108 and 608.4381, Florida Statutes.

**FIRST:** The name, address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Showtime Theatres of Florida, LLC 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit limited liability company
Florida Document/Registration Number: L01000022186		FEI Number: (being applied for)

**SECOND:** The name, address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Showtime Theatres Inc. 201 Alhambra Circle Suite 601 Coral Gables, FL 33134	Florida	profit corporation
Florida Document/Registration Number: P94000008459		FEI Number: 65-0464517

**THIRD:** The terms and conditions of the merger are as follows:

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.
2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.
3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

4. All liabilities of the merging company shall become the responsibility of the surviving company.

**FOURTH:** The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued share of the merging (terminating) corporation shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company.

**FIFTH:** The names and addresses of the manager(s) of the surviving company are as follows:

Leon Cohen, 5930 Northbay Road, Miami Beach, FL 33140

Dated: December 14<sup>th</sup>, 2001.

Showtime Theatres of Florida, LLC, a Florida limited liability company

By: \_\_\_\_\_  
Leon Cohen, Managing Member

Showtime Theatres Inc., a Florida corporation

By: \_\_\_\_\_  
Leon Cohen, Vice President

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