

M01000001459
BRYAN CAVELLIP

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SHANGHAI, PEOPLE'S REPUBLIC OF CHINA

DIANNA L. WOOD
LEGAL ASSISTANT

(913) 338-7705

June 21, 2001

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Rave Motion Pictures Melbourne, L.L.C.

Ladies/Gentlemen:

M01-1459

800004439478--3
-06/25/01--01112--007
****130.00 ****130.00

We enclose duplicate originals of the Application by Foreign Limited Liability Company for the above referenced corporation along with a check in the amount of \$130.00, a certificate of good standing from Delaware and a Certificate of Designation of Registered Agent for the above referenced LLC for filing in your office.

Please send confirmation of the filing to the undersigned.

Very truly yours,

Dianna L. Wood
Legal Assistant

Enc.

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01 JUN 25 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA
W6/28

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Rave Motion Pictures Melbourne, L.L.C.
(Name of foreign limited liability company)
2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 31, 2001 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Rave Reviews Cinemas, L.L.C., 3333 Welborn Street, Suite 100, Dallas, Texas 75219
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

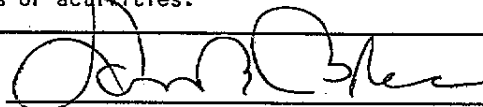
9. The usual business addresses of the managing members or managers are as follows:

Rave Reviews Cinemas, L.L.C., 3333 Welborn Street, Suite 100, Dallas, Texas 75219

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TALLAHASSEE FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The ownership, development, operation and sale of movie theaters and other public entertainment facilities and any and all other lawful acts or activities.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Steven B. Becker, Authorized Representative

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RAVE MOTION PICTURES MELBOURNE, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAVE MOTION PICTURES MELBOURNE, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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01 JUN 25 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3398184 8300

AUTHENTICATION: 1200043

010295960

—DATE: 06-20-01