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December 20, 2001

Registration Section
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

800004738348--6
-12/26/01--01036--011
***130.00 ***130.00

Re: Odyssey Entertainment, L.L.C. a Delaware limited liability company

Gentlemen:

M02-5

Enclosed find the following in connection with the above referenced entity:

1. Our trust account check in the amount of \$130.00 for the Filing Fee for Application, Designation of Registered Agent and Certificate of Status.
2. Original certificate of existence from Delaware Secretary of State.
3. Application By Foreign Limited Liability Company For Authorization to Transact Business In Florida
4. Certificate of Designation of Registered Agent/Registered Office.
5. Self addressed envelope for return of letter of acknowledgment.

Should you have any questions or need additional information, please contact our office

Yours very truly,

Jo Green
Real Estate Legal Assistant

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DIVISION OF CORPORATIONS
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/jkg
cc: Milt Daly

Lip

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

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

1. Odyssey Entertainment, L.L.C.
(Name of foreign limited liability company)
2. Delaware 3. 62-1870542
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 18, 2001 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Not yet commenced, anticipate commencing in January 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 824 Market Street, Suite 412
Wilmington, DE 19899-0397
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:
- Milt Daly 90 Davis Mill Court, Lawrenceville, GA 30044
- Robert Abramsky 402 Honeycutt Drive, Wilmington, N.C. 28412
- _____
- _____

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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: to engage in any lawful act or activity for which a limited liability company may be formed under the Limited Liability Law of the State of Florida, including the operation of movie theatres

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.)

Milt Daly Chief Executive Manager
 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:

Odyssey Entertainment, L.L.C.

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

Jill K. Satterwhite, Esquire

(Name)

Emmanuel, Sheppard & Condon, Attorneys at Law

30 South Spring Street

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

Pensacola

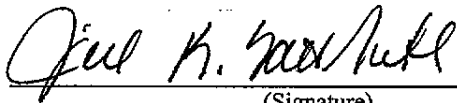
FL

32501

(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 PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ODYSSEY ENTERTAINMENT, 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 SEVENTEENTH DAY OF DECEMBER, A.D. 2001.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1508725

010647046

DATE: 12-17-01