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(City/State/Zip/Phone #)

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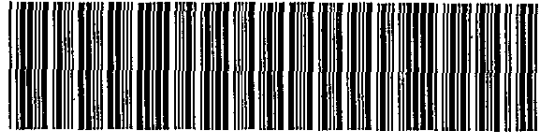
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Zota Theatres, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Robert A. Blackwood, III
(Name of Person)

(Firm/Company)

5809 York Road
(Address)

Richmond, VA 23226
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert A. Blackwood, III at (804) 288 1218
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

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:

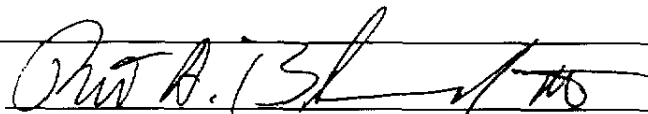
1. Zota Theatres, LLC
(Name of Foreign Limited Liability Company)
2. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. December 18, 2002
(Date of Organization)
5. December 31, 2051
(Duration: Year limited liability company will cease to exist or "perpetual")
6. has not started business
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 5809 York Road, Richmond, VA 23226
(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:

Larry F. Anderson - 9637 Craigs Mill Drive, Glen Allen, VA 23060

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: Movie theater operation and management.



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.)

Robert A. Blackwood, III - Attorney for Zota Theatres, LLC

Typed or printed name of signee

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**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:

Zota Theatres, LLC

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

Thomas H. Thurlow, III

(Name)

17 Martin L. King, Jr. Blvd. Suite 200

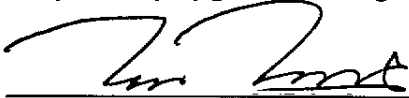
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Stuart

FL 34995-0106

City/State/Zip

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, Florida Statutes.



(Signature)

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A certificate of organization was issued by the Commission to Zota Theatres, L.L.C., a limited liability company formed under the laws of VIRGINIA, effective as of December 18, 2002.

As of the date below, articles of cancellation have not been filed in this office by Zota Theatres, L.L.C., a Virginia limited liability company.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
June 30, 2004*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

