

TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

BANK OF AMERICA PLAZA
600 PEACHTREE STREET, N.E. - SUITE 5200
ATLANTA, GEORGIA 30308-2218
www.troutmansanders.com
TELEPHONE: 404-885-3000
FACSIMILE: 404-885-3900

Diane R. Walker
diane.walker@troutmansanders.com

Direct Dial: 404-885-3570
Direct Fax: 404-962-6831

December 8, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Dissolution of Value Cinemas of Florida, Inc.; Charter No. M88166

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of Articles of Dissolution of Value Cinemas of Florida, Inc., together with this firm's check in the amount of \$35 in payment of the filing fee.

Please forward the State's acknowledgment letter to me as soon as possible. Also, please feel free to contact me if you have any comments or require additional information regarding this matter.

Thank you for your assistance.

Yours truly,

Diane R. Walker

Diane R. Walker
Paralegal

cc: Tift H. Shepherd, Esq.

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**ARTICLES OF DISSOLUTION
OF
VALUE CINEMAS OF FLORIDA, INC.**

Pursuant to Section 607.1403 of the Florida Business Corporation Act, this Florida profit corporation submits the following Articles of Dissolution.

1.

The name of the corporation is Value Cinemas of Florida, Inc. (the "Corporation").

2.

Dissolution of the Corporation was authorized by the Board of Directors on November 30, 2000.

3.

Dissolution of the Corporation was duly approved by the sole shareholder of the Corporation on November 30, 2000 in accordance with Section 607.1402 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed by its duly authorized officer, this 30th day of November, 2000.

VALUE CINEMAS OF FLORIDA, INC.



William J. Stembler, President

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