#### Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Comporations

Fax Number

: (850)922-4001

EFFECTIVE DATE

From:

Account Name

: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number: 110432003053
Phone: : (305)672-0686
Fax Number: : (305)672-9110

## FLORIDA PROFIT CORPORATION OR P.A.

Cineplex, Inc.

| Certificate of Status | 1       |
|-----------------------|---------|
| Certified Copy        | 0       |
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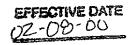
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#### ARTICLES OF INCORPORATION

#### Article I. Name

The name of this Florida corporation is: Cineplex, Inc.

#### Article II. Address

The Corporation's mailing address is: Cineplex, Inc. 1101 Brickell Avenue Suite 1100 Miami FL 33131

# Article III. Registered Agent

The name and address of the Corporation's registered agent is:
J. David Peña
1101 Brickell Avenue
Suite 1100
Miami FL 33131

# SECRETALY OF SIA

## Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is: Elba Rodriguez

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

J. David Peña | FL Bar Member 0651400 Peña & Sidlosca 1101 Brickell Avenue Sulte 1100 Miami FL 33131 305-372-0182

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#### Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

#### Article VI. Incorporator

The name and address of the incorporator is:
J. David Peña
Peña & Sidlosca
1101 Brickell Avenue
Suite 1100
Miami FL 33131

#### Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 8, 2000.

The undersigned incorporator executed these Articles of Incorporation on February 14, 2000.

J. DAVID PEÑA

by T. Hardy as attorney-in-fact

J. David Peña I FL Bar Member 0651400 Peña & Sidlosca 1101 Brickell Avenue Suite 1100 Miami FL 33131 305-372-0182

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# CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Cineplex, Inc.

**REGISTERED AGENT/OFFICE:** 

J. David Peña 1101 Brickell Avenue Suite 1100 Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

J. DAVID PEÑA

by T. Hardy as attorney-in-fact

Date: February 14, 2000

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SECRETARY OF STATE
TAI LAHASSEL, FLORIDA

J. David Peña I FL Bar Member 0651400 Peña & Sidlosca 1101 Brickell Avenue Sulte 1100 Miami FL 33131 305-372-0182

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