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FILED
2001 DEC -3 PM 12: 25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 533117 80571A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 87.50

ORDER DATE : December 3, 2001

ORDER TIME : 10:14 AM

ORDER NO. : 533117-005

CUSTOMER NO: 80571A

CUSTOMER: David .. Krause, Esq
David M. Krause, Esq

80 S.w. 8th Street
Suite 1920
Miami, FL 33130

RECEIVED
01 DEC -3 AM 11: 33
DEPARTMENT OF STATE
DIVISION OF CORPORATE LAW
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: HWD THEATRES CORPORATION

800004701988--2

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

js
12/3/01

ARTICLES OF INCORPORATION OF
HWD THEATRES CORPORATION

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TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is HWD THEATRES CORPORATION.

ARTICLE II

The corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Hundred (100) shares of one class of common stock having a par value of Ten Dollars (\$10.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV


There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent, Registered Office and Principal Office in the State of Florida are:

REGISTERED AGENT:	DAVID M. KRAUSE, ESQ.
REGISTERED OFFICE AND: PRINCIPAL OFFICE	C/O KRAUSE & BAXTER 80 S.W. 8 th Street Suite 1920 Miami, Florida 33130

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT, DAVID M. KRAUSE

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is One.

ARTICLE VII

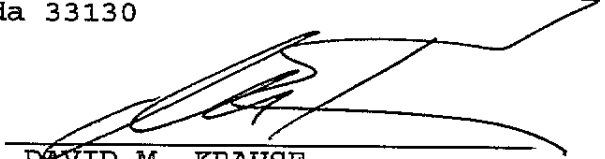
The name and address of the member of the initial Board of Directors is:

DAVID M. KRAUSE
KRAUSE & BAXTER
80 S.W. 8th Street
Suite 1920
Miami, Florida 33130

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is:

DAVID M. KRAUSE, ESQ.
80 S.W. 8th Street
Suite 1920
Miami, Florida 33130

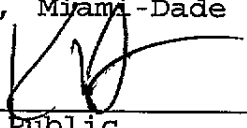


DAVID M. KRAUSE

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE :

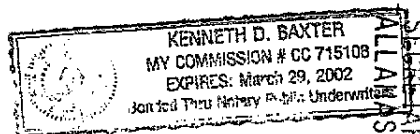
BEFORE ME, the undersigned authority, personally appeared DAVID M. KRAUSE, to me personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 30th day of November, 2001.



Notary Public

G:\KRAUSE\JORDANA\ARTICLES.2



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