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REPKA & JENNINGS, P.A.

703 Court Street
Clearwater, Florida 33756-5507
TEL: (727) 441-4550
FAX: (727) 461-2919

December 13, 2001

Secretary of State
Corporate Division
POB 6327
Tallahassee, FL 32314

Re: PALACE THEATRE, INC.

600004728946--1
-12/17/01--01068--006
*****70.00 *****70.00

Dear Sir:

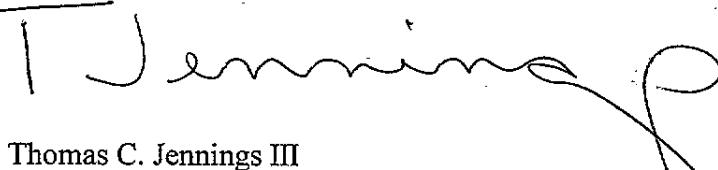
Enclosed is the original and one copy of the Articles of Incorporation of the above-referenced corporation to be filed with the State. Please return the copy date-stamped in the enclosed self-addressed stamped envelope.

Also enclosed is my check in the amount of \$70.00 to cover cost of this request.

If you have any questions, please contact our office.

Cordially,

REPKA & JENNINGS, P.A.



Thomas C. Jennings III

TCJ/mb

Enclosure: Articles of Incorporation (original and copy)
Check (\$70.00)
SASE

F:\APPS\817.16\New corporation package.wpd

FILED
01 DEC 17 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PALACE THEATRE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **PALACE THEATRE, INC.**, and the corporate mailing address shall be 703 Court Street, Clearwater, Florida 33756-5507.

ARTICLE II - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The amount of capital stock authorized shall consist of 10,000 shares of common voting stock having a par value of \$.001 per share payable in lawful money of the United States of America or in other property, tangible or intangible, in labor or services actually performed for the corporation or stock, at a just valuation to be fixed by the Board of Directors, or issued as partly paid when so ordered by the Board of Directors. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

ARTICLE IV - EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 703 Court Street, Clearwater, Florida 33756-5507, and the name of the initial registered agent of this corporation at that address is THOMAS C. JENNINGS III.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles is THOMAS C. JENNINGS III, 703 Court Street, Clearwater, Florida 33756-5507.

ARTICLE VII - OFFICERS AS DIRECTORS

All officers of this corporation may be directors.

ARTICLE VIII - POWERS OF DIRECTORS

The directors shall have the power to hold their meetings and to have one or more corporate offices and keep the books of the corporation, except the original or duplicate stock ledger, outside of the State of Florida, at such place or places as from time to time may be designated by the Bylaws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE IX - ASSIGNMENT BY ORIGINAL INCORPORATOR

The original Incorporator of this Corporation shall have the right to assign rights of organization to a Director who shall stand in lieu of the original Incorporator and assume and carry

out all of the rights, liabilities and duties entailed by said Incorporator, subject to the laws of the State of Florida.

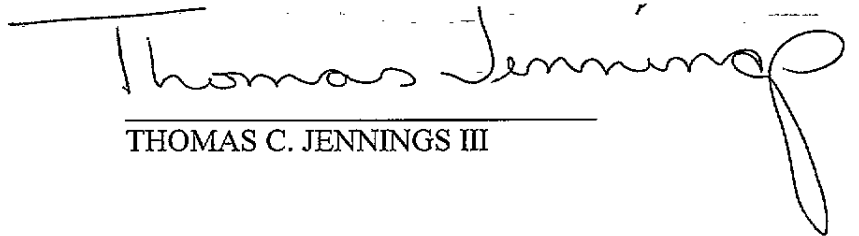
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend, alter, modify or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on December 13, 2001.



THOMAS C. JENNINGS III

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED AND THE PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA**

In compliance with Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

PALACE THEATRE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, in Clearwater, County of Pinellas, State of Florida, has named **THOMAS C. JENNINGS III** as its registered agent to accept service of process within the state, who is located at 703 Court Street, Clearwater, Florida 33756-5507.

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

THOMAS C. JENNINGS III, who is nominated to act as the resident agent, acknowledges that he agrees to undertake said duty and he agrees to comply with the provisions of said sections relative to the proper performance of his duties.



Registered Agent

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01 DEC 17 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA