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JOHN A. PANYKO, P.A.
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

April 18, 2002

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
02 APR 22 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: INTEGRATED THEATRE, INC.
Our File No. P15-02453

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation to be filed on behalf of INTEGRATED THEATRE, INC.

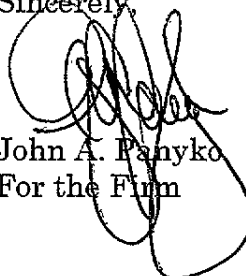
Also enclosed please find a check in the amount of \$78.75 in payment of the required filing fee including registered agent designation and certified copy.

Please file the Articles of Incorporation and return to the undersigned a certified copy of same.

Thank you for your assistance in this matter.

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-04/22/02--01047--003
*****78.75 *****78.75

Sincerely,


John A. Panyko
For the Firm

JAP/cmw

Enclosures (3)

gk 4/25

**ARTICLES OF INCORPORATION
OF
INTEGRATED THEATRE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is INTEGRATED THEATRE, INC. and its principal office is located at 6190 Arbutus Drive, Pensacola, Florida 32504, its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of no par value common stock, all of one class and series.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

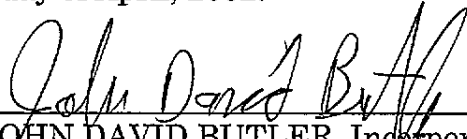
The street address of this corporation's initial registered office is 6190 Arbutus Drive, Pensacola, Florida 32504 and the name of this corporation's initial registered agent is John David Butler.

ARTICLE VI

INCORPORATORS

The name and address of the incorporator is John David Butler of 6190 Arbutus Drive, Pensacola, Florida 32504.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of April, 2002.

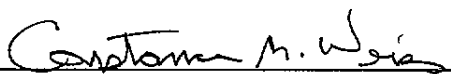


JOHN DAVID BUTLER, Incorporator

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 17th day of April, 2002, by JOHN DAVID BUTLER, who personally appeared before me and who is personally known to me, who has produced _____ as identification.



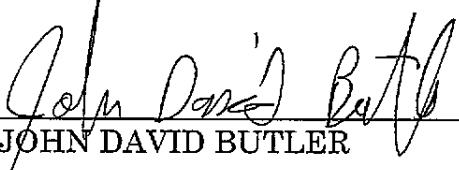


NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JOHN DAVID BUTLER, am familiar with and hereby accept the appointment as Registered Agent for INTEGRATED THEATRE, INC. as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 17 day of April, 2002.



JOHN DAVID BUTLER

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