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Melanie M. McGahee  
Attorney at Law

417 West Sugarland Highway Clewiston, Florida 33440  
Telephone (863) 983-1677 Fax (863) 983-1973

April 22, 2002

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

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-04/25/02--01065--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Mann's Clewiston Theater, Inc.

Dear Sir:

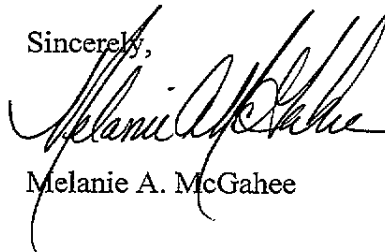
In regard to the above styled incorporation, please find the Articles of Incorporation and Resident Agent form for filing with your office, together with our firm check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	<u>\$ 8.75</u>
TOTAL:	<u>\$ 78.75</u>

We have included a self addressed, stamped envelope for your convenience in providing the certified copy of Articles of Incorporation to our office.

Thank you for your cooperation in this matter.

Sincerely,

  
Melanie A. McGahee

MAM:me  
Enclosures

FILED  
02 APR 25 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE APR 29 2002

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ARTICLES OF INCORPORATION  
OF  
MANN'S CLEWISTON THEATRE, INC.

FILED  
02 APR 25 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is MANN'S CLEWISTON THEATRE, INC.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

This corporation reserves the right to amend 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.

Article VI - Initial Registered Office & Agent

The street address of the principal place of business of this corporation is 100 East Sugarland Highway, Clewiston, Florida 33440. The name and street address of the initial registered agent of this corporation is: Melanie A. McGahee, Esq., 417 West Sugarland Highway, Clewiston, Florida 33440.

Article VII - Initial Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial directors of this corporation are:

Dennis H. Mann  
Linda L. Mann

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Melanie A. McGahee, Esq.  
417 West Sugarland Highway  
Clewiston, Florida 33440

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

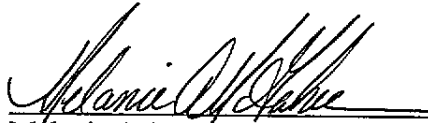
Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 19<sup>th</sup> day of April, 2002.

  
\_\_\_\_\_  
Melanie A. McGahee, Esq.  
Incorporator


STATE OF FLORIDA        )  
                                  )  
COUNTY OF HENDRY    )       ss:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, appeared MELANIE A. McGAHEE, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 19<sup>th</sup> day of April, 2002.

**MARTHA J. ELIASSEN**  
Notary Public, State of Florida  
My comm. exp. Dec. 25, 2003  
Comm. No. CC896912

(SEAL)

  
\_\_\_\_\_  
NOTARY PUBLIC  
Printed Name: Martha J. Eliassen

My Commission expires: \_\_\_\_\_

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

**FILED**

**02 APR 25 PM 3:54**

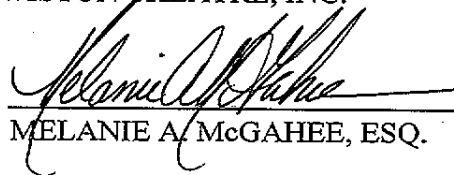
**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

MANN'S CLEWISTON THEATRE, INC., desiring to organize or qualify under the  
laws of the State of Florida, with its principal place of business at City of Clewiston,  
State of Florida, has named Melanie A. McGahee, located at 417 West Sugarland  
Highway, Clewiston, Florida 33440, as its agent to accept service of process within  
Florida.

MANN'S CLEWISTON THEATRE, INC.

SIGNATURE:

  
MELANIE A. MCGAHEE, ESQ.

TITLE:

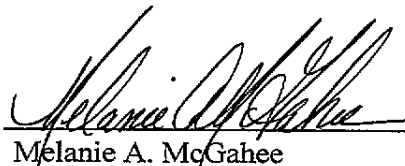
Incorporator

DATE:

April 19, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

  
Melanie A. McGahee

DATE:

April 19, 2002