

TRANSMITTAL LETTER

R 200006444

Department of State
Division of Corporations
P.O. Box 6227
Tallahassee, FL 32314

SUBJECT: Palm Bay Theatre Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: R. Bruce Miller, Esq.
Name (Printed or typed)

3143 Peachtree Drive
Address

Atlanta, GA 30305
City, State & Zip

404-668-3569
Daytime Telephone number

000005728090--1
-06/10/02--01031--004
****393.75 *****78.75

[Signature]
6/10

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TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
PALM BAY THEATRE CORPORATION**

**ARTICLE 1
NAME**

The name of the corporation is Palm Bay Theatre Corporation (the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE**

The mailing address of the principal office of the Corporation is:

5920 Roswell Road, Suite C103
Atlanta, Fulton County, Georgia 30328

**ARTICLE 3
PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Florida.

**ARTICLE 4
AUTHORIZED SHARES**

The Corporation shall have authority, to be exercised by the board of directors, to issue no more than one thousand (1,000) shares of capital stock. These shares shall be one class, with a par value of \$0.01 per share, and shall be designated as "Common Stock." The holders of Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

**ARTICLE 5
BOARD OF DIRECTORS**

The Board of Directors shall consist of at least one (1) member. The initial Board of Directors shall consist of one (1) member, whose name and address is as follows:

Dale A. Obracay
5920 Roswell Road, Suite C103
Atlanta, Fulton County, Georgia 30328

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**ARTICLE 6
REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Sonya White
303 East Altamonte Drive
Altamonte Springs, Florida 32701

**ARTICLE 7
INCORPORATOR**

The name and address of the incorporator is:

R. Bruce Miller, Esq.
3143 Peachtree Drive
Atlanta, Georgia 30305

**ARTICLE 8
SHAREHOLDER ACTION BY LESS THAN UNANIMOUS WRITTEN
CONSENT**

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents bearing the date of signature and describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the corporation for inclusion in the minutes or filing with the corporate records. If the action is taken by less than all of the shareholders entitled to vote on the action, all voting shareholders on the record date who did not participate in taking the action shall be given written notice of the action taken, and shall be furnished with the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights, not more than ten days after taking the action without a meeting.

**ARTICLE 9
LIMITATION OF DIRECTOR LIABILITY**

Section 9.1 A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability:

(a) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;

(b) for acts or omissions which involve intentional misconduct or a knowing violation of law;

(c) of the types set forth in Section 607.0834 of the Florida Business Corporation Act; or

(d) for any transaction from which the director received an improper personal benefit.

Section 9.2 Any repeal or modification of the provisions of this Article 8 by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

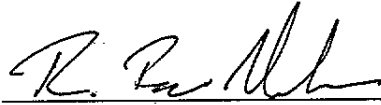
Section 9.3 If the Florida Business Corporation Act is amended, after this Article 8 becomes effective, to authorize corporate action further eliminating or limiting the liability of directors, then, without further corporate action, the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Section 9.4 In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE 10 CONSTITUENCY CONSIDERATIONS

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this Article 10 shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of June in the year 2002.



R. Bruce Miller
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree with this capacity as of this 6th day of June in the year 2002.

By: Sonia C. White
Name: Sonia C. White
Title: Corporate Administrator

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