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Account Name : DREIER, BARITZ AND COLMAN  
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Phone : (561)750-0910  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Downtown Cinemas, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
DOWNTOWN CINEMAS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I - NAME OF CORPORATION:**

The name of the corporation shall be **DOWNTOWN CINEMAS, INC.**

**ARTICLE II - PRINCIPAL OFFICE:**

The principal place of business and mailing address of the corporation shall be:

**P.O. Box 268208  
Ft. Lauderdale, Florida 33326-8208**

**ARTICLE III - CAPITAL STOCK:**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - INDEMNIFICATION:**

Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation (unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct), against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding including any appeal thereof. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized by this Article. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall

not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

**ARTICLE VI - BYLAWS:**

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

**ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS:**

The name and address of the initial registered agent is:

Neil S. Baritz, Esquire  
Dreier Baritz & Colman  
150 E. Palmetto Park Road, Suite 750  
Boca Raton, Florida 33432

**ARTICLE VII - INCORPORATOR:**

The name and street address of the incorporator to these Articles of Incorporation is:

Neil S. Baritz, Esquire  
Dreier Baritz & Colman  
150 E. Palmetto Park Road, Suite 750  
Boca Raton, Florida 33432

The undersigned incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of September, 2002.

  
Neil S. Baritz, Incorporator

I, Neil S. Baritz, am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Neil S. Baritz, Registered Agent

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