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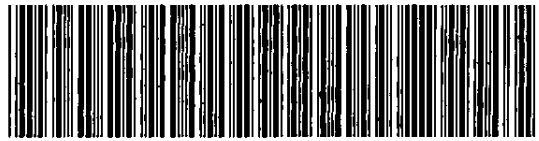
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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October 26, 2009

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

Re: Filing of Second Articles of Amendment to Articles of Incorporation
of Channelside Cinemas, Inc

To Whom It May Concern:

Please find enclosed the Second Articles of Amendment to Articles of Incorporation for referenced corporation, along with a check for \$35.00 for the filing fees.

Please file the Second Articles of Amendment.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Sincerely,



Vikki Brown

Legal Assistant to Joseph C. Russo

Enc.

SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHANNELSIDE CINEMAS, INC.

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TALLAHASSEE, FLORIDA

DOCUMENT #P05000039659

Pursuant to the provisions of the Section 607.1006 of the Florida Statutes, this Florida Corporation adopts the following articles of amendment to its articles of incorporation:

1) NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE:


a) Article IV of the Channelside Cinemas, Inc's Articles of Incorporation is hereby amended as follows:

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

This second amendment was approved by the Shareholders. The number of votes cast for the second amendment by the Shareholders was sufficient for approval.

The date this second amendment was adopted: 22nd day of October 2009.

Signed this 22nd day of October, 2009


Howard Edelman
President/Director