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(Business Entity Name)

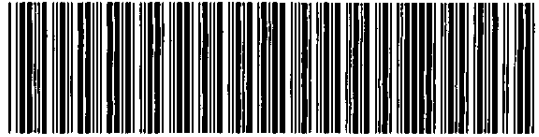
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DIVISION OF CORPORATIONS
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gf 2/29/08

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: The Arcade Cinema, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75, for filing fees and a certified copy.

From:

Timothy Massett
816 Phillips Street
Jacksonville, Florida 32207
(904)703-2446

EFFECTIVE DATE
03/01/08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
In Compliance with Chapter 607 and/or Chapter 621, F.S.(Profit)

08 FEB 28 PM 1:21

ARTICLE I:

The name of this corporation is:

THE ARCADE CINEMA, INC

ARTICLE II:

The principal office and mailing address of the corporation will be at 816 Phillips Street, Jacksonville, Florida, 32207

ARTICLE III:

The nature of the business or businesses to be transacted is as follows:

To transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

ARTICLE IV:

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of the par value of one and no/100 dollars (\$1.00) each.

ARTICLE V:

The number of its directors shall be one (1) or such other number as the shareholders may from time to time designate but never less than one (1). The name and address of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

President, Secretary, Treasurer

NAME

Timothy Massett

ADDRESS

816 Phillips Street

Jacksonville, Florida 32207

ARTICLE VI:

The name of the initial registered agent of this corporation is Timothy Massett and the street address of the initial registered agent of this corporation is 816 Phillips Street, Jacksonville, Florida, 32207.

ARTICLE VII:

The name and address of the Incorporator of the Articles of Incorporation is Timothy Massett and the street address of the Incorporator is 816 Phillips Street, Jacksonville, Florida, 32207.

ARTICLE VIII:

This corporation is to have perpetual existence. Corporate existence shall commence effective March 1, 2008.

ARTICLE VIII:

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Incorporator herein-before named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 26th day of Feb 2008.



Timothy Massett

STATE OF FLORIDA)
):ss
COUNTY OF DUVAL)

BE IT REMEMBERED, that on this 26th day of Feb 2008, personally came before me, a Notary Public for the State of Florida, TIMOTHY MASSETT party to the foregoing Articles of Incorporation, known to me personally to be such and who did not take an oath, and who acknowledged the said Articles to be the act and deed of the signers and that the facts therein stated are truly set forth.

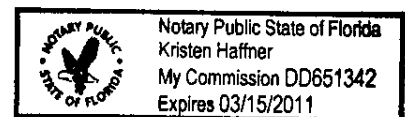
GIVEN under my hand and seal of office the day and year aforesaid.



Notary Public, State of Florida

Name: Kristen Haffner

My Commission Expires:
My Commission Number is:

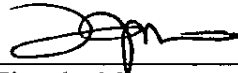


CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That THE ARCADE CINEMA, INC., a corporation duly organized and existing under the laws of the State of Florida, has named TIMOTHY MASSETT as its Registered Agent, located at 816 Phillips Street, Jacksonville, Florida, 32207, to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agreed to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.



Timothy Massett

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