

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYES STREET  
TALLAHASSEE, FL 32311  
904-222-9171  
904-222-0193 FAX

**csc networks**

800-342-8086

P95000009131

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MAIL TO:  
P.O. Box 5028  
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 535782 101977A

AUTHORIZATION :

*Patricia Pjute*

COST LIMIT : \$ 122.50

ORDER DATE : February 2, 1995

ORDER TIME : 3:07 PM

ORDER NO. : 535782

CUSTOMER NO: 101977A

SECRETARY OF STATE

CUSTOMER: Bruce F. Silver, Esq  
BRUCE F. SILVER, PA

Suite 218a, One Boca Place  
2255 Glades Road  
Boca Raton, FL 33431

DOMESTIC FILING

P95000009131

NAME: ADULT DEPOT, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

FILED  
95 FEB -3 AM 9 35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*2-3-95*  
*02/4*

ARTICLES OF INCORPORATION  
OF  
ADULT DEPOT, INC.

FILED  
95 FEB -3 AM 9 35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ADULT DEPOT, INC.

The address of the principal office of this corporation shall be 501 Northlake Boulevard, North Palm Beach, Florida 33408, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Mordecai Benowitz Dir.	501 Northlake Boulevard North Palm Beach, Florida 33408
William Becker Dir.	C/O Lone Star Multitheatres', Inc. 13537 Vargon, Dallas, Texas 75243
Gary Harstein Dir.	Same
Paul Radnitz Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mordecai Benowitz Pres.	501 Northlake Boulevard North Palm Beach, Florida 33408
William Becker Sec./Treas.	C/O Lone Star Multitheatres', Inc. 13537 Vargon, Dallas, Texas 75243
Gary Harstein V.Pres.	Same
Paul Radnitz V.Pres.	Same

ARTICLE VIII. INCORPORATOR

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

Corporation Information Services, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on February 2, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

FILED  
95 FEB -3 AM 9:35  
SECRET  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

LEL/jwk