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LANDT, WIECHENS, TROW & LAPEER

A Partnership Including Professional Associations

ATTORNEYS AT LAW

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February 24, 1995

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

In re: The Florida Theatre of Gainesville, Inc.

Dear Sir/Madame:

Enclosed you will find an original, executed Articles of Incorporation with respect to above noted entity to be filed with the Secretary of State, along with a check in the amount of \$122.50 for the required filing fee. Your returning a copy of the filed instrument to the undersigned will be appreciated.

Thank you for your attention to this matter. If you have any questions please do not hesitate to contact our office.

Sincerely,


Chester J. Trow
For The Firm

CJT/rlw

Enclosure: \$122.50 Check
Articles of Incorporation
(original & copy)

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***\$122.50 ***\$122.50

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The principal address of said corporation is 5301 SW 34th Avenue, Ocala, FL 34474.

This corporation shall have perpetual existence.

This corporation is organized for the purpose of transacting any and all lawful business.

4.1 This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

4.2 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, joint with the secretary and the seal of the corporation shall be impressed thereon.

4.3 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

The street address of the initial registered office of the corporation is 445 Northeast 8th Avenue, Ocala, Florida, 34470.

6.1 The corporation shall have one director initially. The

number of Directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director(s) of this corporation is/are:

Chester J. Trow
445 NE 8th Avenue
Ocala, FL 34470

6.2 The name and address of the person signing these Articles of Incorporation is as follows:

Chester J. Trow
445 NE 8th Avenue
Ocala, FL 34470

6.3 The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

6.4 At a special meeting of shareholders called expressly for that purpose, directors may be removed in the manner provided by the by-laws.

ARTICLE VII - CONFLICTS

Any contract or other transaction between the corporation and one or more of its directors, shareholders or employees, in which they are interested, directly or indirectly, or between the corporation and any corporation or association of which one or more of its directors, shareholders, members, directors, officers, or employees, have an interest, directly or indirectly shall be valid for all purposes, notwithstanding the presence of the direct or directors at the meeting of the board of the corporation that acts upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken,

and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board or its shareholders. The Section is intended to expand the ability of the corporation to conduct business with interested parties and shall not be construed to invalidate any contract of other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Incorporation to indicate his acceptance, which Certificate is incorporated herein by reference. The initial registered office where the registered agent is located is 445 Northeast 8th Avenue, Ocala, Florida.

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law or as provided by the by-laws.

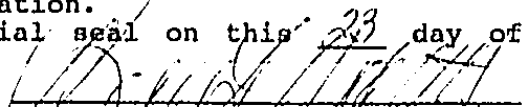
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of February, 1995.


CHESTER J. TROW

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME the undersigned authority, personally came and appeared CHESTER J. TROW, to me personally known or who produced for identification.

WITNESSED my hand and official seal on this 23 day of February, 1995.


(NOTARY PUBLIC) State of Florida
At Large

Print name:

My commission expires WOLCOTT

MY COMMISSION # CC398482 EXPIRES

August 24, 1998

BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

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 agree to comply with the provision of said Act relative to keeping open said office. I am familiar with and accept the duties and responsibilities as registered agent for THE FLORIDA THEATRE OF GAINESVILLE, INC.

DATED this 23rd day of February, 1995.



Chester J. Trow
(Registered Agent)

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TALLAHASSEE, FLORIDA