



PA 500036448

ACCOUNT NO. : 072100000032

REFERENCE : 595709 4656A

AUTHORIZATION :

COST LIMIT : \$122.50

Reprint

ORDER DATE : May 9, 1995

ORDER TIME : 10:13 AM

ORDER NO. : 595709

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

SECRET
05/09/95--01077--014
++++122.50 ++++122.50

FILED
55 MAY -9 PM 1:28
SECRET
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SOBE THEATRE INVESTORS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

T. BROWN MAY - 9 1995

GREENBERG

ATTORNEYS AT LAW

TRAURIG

Leonard J. Adler
Fernando C. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Atkinson
David G. Ashburn
Charles M. Auslander
David T. Azrin
Fird W. Baggett
Kerri L. Barsh
Hilary Bass
V. Dawn Beighley
Norman J. Benford
Lisa J. Berger
Dale S. Bergman
Paul Berkowitz
Hedget Berry
Mark F. Bideau
Lawrence Jon Bielby
Mark D. Bloom
Reginald L. Bouthillier, Jr.
Howard Bregman
Blake D. Brinkgold
Francis B. Brogan, Jr.
Burt Buntin
Bernardo Burstein
Joseph A. Caballo
Diane Wagner Catt

David R. Chase
Michael J. Cherniga
Amy Chouke
Sam M. Cobb
L. Frank Condon
C. Deryl Couch
Albert A. del Castillo
Alan T. Diamond
Tina L. Donato
Lucia A. Dougherty
Candace H. Duff
William B. Eck
Kenneth Edelman
Arthur J. England, Jr.
Gary M. Epstein
Henry H. (Bucky) Fox
Jeffrey H. Fried
Robin E. Frydman
Robert G. Gang
Richard G. Garrett
Brian K. Gatt
David J. George
Jeffrey Gilbert
Laurie L. Gildan
Bruce H. Giles-Klein
Richard J. Glusko
Lawrence Goldofsky
Joel K. Goldman

Steven E. Goldman
Steven M. Goldsmith
Joseph H. Goldstein
Steven S. Goodman
Matthew B. Gerson
Dianne Greenberg
Melvin N. Greenberg
Robert L. Grossman
Barbara A. Hall
Paige A. Harper
Fred E. Harris, Jr.
Steven M. Hellman
Alberto M. Hernandez
Jeffrey A. Hirsch
Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Horky
Gerald J. Houlthan
John R. Hutton
Keith A. James
Martin Kall
Steven M. Katzman
David S. Kendin
Steven J. Kravitz
J. D. Bruce Kuersteiner
Ronald C. LaFave
Steven A. Landy
Steven B. Lapidus

Nancy B. Lash
Moshe M. Leshfield
James P. S. Lebow
Marc S. Levin
Oscar Levin
Michael B. Levinson
Norman H. Lipoff
Carlos E. Loamiet
Juan P. Loamiet
Bruce E. Macdonough
Robert P. Machna
Alfred J. Malefatto
Samantha D. Malloy
Ines Martinez-Prigues
Enrique J. Martin
Roberto Martinez
Yoshio J. Martinez-Fraga
Joel D. Maser
Juan J. Mayol, Jr.
Robert R. McDonald
John T. Metzger
Janet L. O'Brien
Murry H. Olicker
Rebecca R. Orand
Debbie M. Orshofsky
Alfred Ortega
A. Friesner Pardo
Steven J. Pardo

Rose Parish-Hammon
Michael G. Park
Marshall R. Pasternack
Sylvia S. Penney
Byron G. Petersen
Sheldon S. Polak
Roberto R. Puga
Albert D. Quentel
Vislan Puzos Quintana
C. Ryan Rertz
Mark J. Reisman
Luis Reiter
Barry Scott Richard
Douglas J. Rillstone
A. Jeffrey Robinson
Kenneth R. Robinson
Raquel A. Rodriguez
Alan H. Rolnick
Marvin S. Rosen
Richard A. Rosenbaum
Donald M. Rosengarten
David L. Ross
Gary A. Saul
Elliot H. Scherker
Mark P. Schnapp
Clifford A. Schulman
Randy J. Shaw
Paul A. Shkolowitz

Orlan J. Shett
Marlene K. Silverman
Holly R. Skolnick
Laura P. Stephenson
Charles E. Silver, Jr.
Joel L. Stocker
Douglas H. Thornburg
Robert H. Traurig
Brian J. Walsh
Keith Wasserman
Jeffrey Wellhorn
David E. Wells
Bradford D. West
Howard W. Whitaker
Jerrold A. Wish
Timothy D. Wolfe
Linda G. Worbin
Julie A. Zahner

T. Wayne Davis, of Counsel
Arnold J. Hoffman, of Counsel
Patrick T. O'Brien, of Counsel
Allen Salvin, of Counsel
Paul E. Shapiro, of Counsel
Craig E. Stein, of Counsel
Marc M. Watson, of Counsel
Zachary H. Wolf, Retired

Elizabeth C. Calvin, L.A.
305-789-5449

May 8, 1995

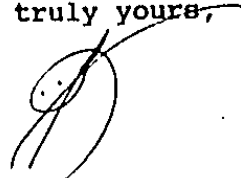
Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: SOBE THEATRE INVESTORS, INC.

Enclosed herewith are three duly executed originals of **ARTICLES OF INCORPORATION** for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



**ARTICLES OF INCORPORATION
OF
SOBE THEATRE INVESTORS, INC.**

FILED
95 MAY -9 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SOBE THEATRE INVESTORS, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Jean-Jacques Murray, 4833 Collins Avenue, 17th Floor, Miami Beach, FL 33140.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

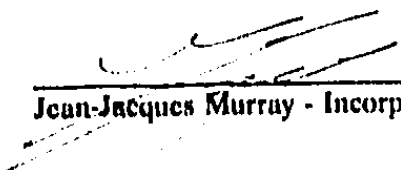
ARTICLE VI

The name of the Incorporator is Jean-Jacques Murray and the address of the Incorporator is 4833 Collins Avenue, 17th Floor, Miami Beach, FL 33139.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of May, 1995.

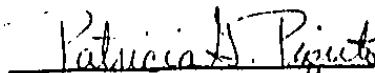

Jean-Jacques Murray - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SOBE THEATRE INVESTORS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION INFORMATION SERVICES, INC.,
Registered Agent

BY:



Patricia G. Pizzuto, As Agent for Registered Agent

Dated: May 9, 1995.