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HENDRIX & BRENNAN
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS
2043 FOURTEENTH AVENUE
POST OFFICE BOX 520
VERO BEACH, FLORIDA 32961-0520

H. RANDAL BRENNAN
C. KENNON HENDRIX
BOARD CERTIFIED CIVIL TRIAL LAWYER

TELEPHONE (407) 778-3777
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April 28, 1995

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

000001481680
-05/16/95 -01086 -004
****131.25 ****131.25

Re: Cineplus, Inc.

Enclosed please find an original and one copy of the Articles of Incorporation and a Designation of Registered Agent for the above referenced corporation along with a check in the amount of \$131.25. This represents payment for the filing of the Articles of Incorporation, Designation of the Registered Agent, Certificate of Status and return of a certified copy of the Articles of Incorporation.

If you have any questions, please don't hesitate to contact me.

Very truly yours,

By 
H.R. Brennan

HRB:cia

Enclosures

cc: Cheryl Warriner-Guesnel

0/16/95
TE

ARTICLES OF INCORPORATION
OF
CINEPLUS, INC.

SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11-15-00 BY 60322
LCS/STP

The undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be CINEPLUS, INC. The address of the corporation is 392 21st Street, Vero Beach, Florida 32960.

ARTICLE II
PURPOSE OF BUSINESS

The corporation is organized for the purpose of engaging in any activity permitted under the laws of the United States or of this State.

ARTICLE III
CAPITAL STOCK

The capital stock of this corporation shall consist of 4,000 shares of \$1.00 par value common stock, fully paid and non-assessable. The whole or part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services as a just valuation to be fixed by the Directors.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 392 21st Street, Vero Beach, Florida 32960, and the name of the initial registered agent of this corporation at that address is CHERYL WARRINER-QUESNEL.

ARTICLE V
INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial Directors of the corporation are:

<u>Name</u>	<u>Address</u>
CHERYL WARRINER-QUESNEL	392 21st Street Vero Beach, Florida 32960
MICHAEL QUESNEL	392 21st Street Vero Beach, Florida 32960
C. DOUGLAS FOWLER	392 21st Street Vero Beach, Florida 32960
MICHAEL LAMBERT	392 21st Street Vero Beach, Florida 32960

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
CHERYL WARRINER-QUESNEL	392 21st Street Vero Beach, Florida 32960

IN WITNESS WHEREOF, I have made and subscribed these Articles this 9th day
of MAY, 1995.


CHERYL WARRINER-QUESNEL (SEAL)

STATE OF FLORIDA

COUNTY OF

Sworn to before me on the 9th day of May, 19 , by
CHERYL WARRINER-QUESNEL. She is personally known to me or has presented
_____ as identification.



Claudia L. Arens
(Signature of Notary Public)
Notary Public, State of Florida

Commission No. _____

Claudia L. Arens
(Print, type or stamp commissioned
name of Notary Public)

ACKNOWLEDGEMENT AND ACCEPTANCE OF
AGENT OF SERVICE OF PROCESS

The undersigned, CHERYL WARRINER-QUESNEL, her principal place of business at 392 21st Street, Vero Beach, Florida 32960, hereby acknowledges and accepts the duties of registered agent for the aforementioned corporation as enumerated in Florida Statute 607.034.

Cheryl Warriner-Quesnel
CHERYL WARRINER-QUESNEL

Dated: 5/1/75