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May 13, 1995.

Division of Corporations
P.O. Box 6327
Tallahassee, Fla.

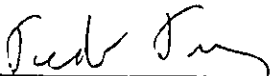
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****122.50 ****122.50

Re: IMPERIAL CINEMA, INC.

Gentlemen:

Please find attached original and copy, of the articles of incorporation of IMPERIAL CINEMA, INC., and check for \$ 122.50 to the order of the Secretary of State.

Truly yours,



Pedro A. Puig, Esq.
2250 S.W. Third Avenue, Ste. 201
Miami, Florida 33129
(305)854-3955

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55 MAY 19 AM 11:08
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

STATE
OF FLORIDA

IMPERIAL CINEMA, INC.

ARTICLE I- CORPORATE NAME

The name of this Corporation is: IMPERIAL CINEMA, INC.

ARTICLE II- NATURE OF BUSINESS AND POWERS

The principal nature of the business to be transacted by this corporation is to engage in any business permitted under the laws of the State of Florida and specially in the movies, theatre, and TV shows business.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (1,000) shares of common stock having a per value of (\$1.00) per share.

ARTICLE IV- TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V- REGISTERED AGENT AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Evelio Perez-Herrera, 9380 West Flagler Street, Ap. 210, Miami, Florida, 33174. The address of the principal office of this corporation shall be: 9380 West Flagler Street, Ap. 210, Miami, Florida, 33174. The board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI- BOARD OF DIRECTORS

This corporation shall have (2) director(s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII- INITIAL DIRECTOR(S)

The name of the initial director(s) of this Corporation and their street addresses are.

NAME

ADDRESS

Evelio Perez-Herrera

9380 W. Flagler St. Ap. 210
Miami, Florida, 33174

Oskell Ramirez

9380 W. Flagler St. Ap. 210
Miami, Florida, 33174

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII- INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME

ADDRESS

Evelio Perez-Herrera

9380 W. Flagler St. Ap. 210
Miami, Florida, 33174.

ARTICLE IX- AMENDMENTS

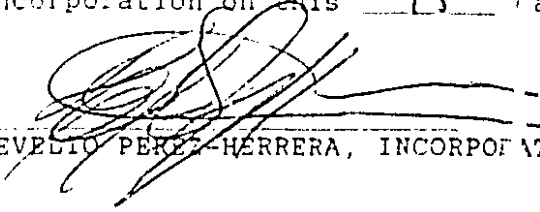
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stock-

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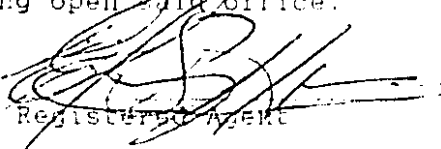
holders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Article of Incorporation on this 15 day of May 1995.


EVELIO PEREZ-HERRERA, INCORPORATOR

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at 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.


Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, Evelio Perez-Herrera, the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation, on this 15 day of May 1995, and showed as identification: FLORIDA DRIVER LICENSE

SWORN TO AND SUBSCRIBED before me on this 15 of May 1995.

My commission expires:


NOTARY PUBLIC, STATE OF FLORIDA



PEDRO A PUIG
My Commission CC315686
Expires Sep. 08, 1997
Bonded by HAI
800-422-1555