

1201 HAYS STREET
TALLAHASSEE, FL 32301
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800-142-8086



995000044721

ACCOUNT NO. : 0721000000032

REFERENCE : 613027 4656A

AUTHORIZATION : Patricia Pizato

COST LIMIT : \$ 122.50

ORDER DATE : June 9, 1995

ORDER TIME : 11:14 AM

ORDER NO. : 613027

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

DOMESTIC FILING

NAME: SOUTH BEACH CINEMA CORP.

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: Kelly Courtney

EXAMINER'S INITIALS: _____

FILED
95 JUN -9 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 9 1995 BSB

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David B. Chase	Joseph G. Goldstein	Steven D. Lapidus	Rose Parish-Ramon	Laura P. Stephenson	

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

June 8, 1995

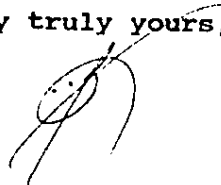
Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: SOUTH BEACH CINEMA CORP.

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
SOUTH BEACH CINEMA CORP.**

FILED
95 JUN -9 PM 2:53
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **SOUTH BEACH CINEMA CORP.**, (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</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>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 Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Jean-Jacques Murray
4833 Collins Avenue - 17th Floor
Miami Beach, FL 33140

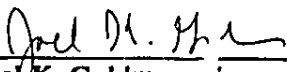
ARTICLE VII

The name of the Incorporator is Joel K. Goldman and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE VIII

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 June, 1995.

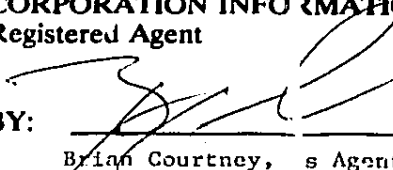


Joel K. Goldman - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SOUTH BEACH CINEMA CORP. 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: 

Brian Courtney, s Agent for Registered Agent

Dated: June 9, 1995.