



1201 HAY STREET
HAY, CA 94541
TEL: 415 771 1200
FAX: 415 771 1201

P1500071147

ACCOUNT NO. 1000000032

REFERENCE : 001000 81253A

AUTHORIZATION :

COST LIMIT : \$ 123 *Patricia Pyzdek*

ORDER DATE : September 13, 1995

ORDER TIME : 10:35 AM

ORDER NO. : 681088

CUSTOMER NO: 81253A

CUSTOMER: Michael K. Feldman, Esq
NELSON & FELDMAN

1135 Kane Concourse

Bay Harbor Isl, FL 33154

DOMESTIC FILING

NAME: TIVOLI CINEMA, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN SEP 14 1995

ARTICLES OF INCORPORATION
OF
TIVOLI CINEMA, INC.

FILED
95 SEP 14 AM 8 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TIVOLI CINEMA, INC.

The address of the principal office of this corporation shall be 1135 Kane Concourse, Bay Harbor Island, Florida 33154, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 14, 1995.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

405

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DATE
FIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

CLD/dgs

P95 0000 71147
NELSON & FELDMAN, P.A.

1115 KANE CONCOURSE
BAY HARBOR ISLANDS, FLORIDA 33154-2225

TEL: (850) 865-5716
Beowulf Line: (921) 2350
Fax: (850) 865-5715

Theodore R. Nelson
Michael K. Feldman

October 20, 1995

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

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*****35.00 *****35.00

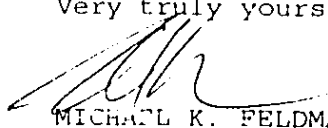
Re: Change of Registered Office
Tivoli Cinema, Inc.

Dear Friends:

Please find enclosed Statement of Change of Registered Office in the above matter for filing along with our check in the amount of \$35.00 to cover the fee.

Also enclosed please find copy of Change of Registered Office which we ask you to please receipt and return in the enclosed envelope.

Very truly yours,


MICHAEL K. FELDMAN

MKF/csf
Enc.
c: Mr. Richard Soretsky,
President, Tivoli Cinema

55 NOV 20 PM 1:38

TLL NOV 20 1995

ATTORNEYS
NELSON & FELDMAN, P.A.

100 KANE LANE, SUITE 200
RAY HARBOR ISLANDS, FL 32154-2025

PHONE 865-5712
BROWARD LINE 921-2387
FAX 1-800-865-5712

Theodore B. Nelson
Michael K. Feldman

November 16, 1995

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

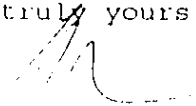
Re: Tivoli Cinema, Inc., Corporation No. P95000171147
Change of Registered Agent and Registered Office

Dear Friends:

We previously forwarded to you a Certificate changing Registered Office which you returned to us under your letter of October 26th, a copy of which is enclosed.

We now forward a new Certificate changing both the Registered Office and the Registered Agent in accordance with your requirements and would appreciate it if you accept this for filing and send us an acknowledgment.

Very truly yours,


Michael K. Feldman, Esq.

MKF:fw
Enclosures

AGROSMAN.A\TIVO-FLA .LT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 26, 1995

MICHAEL K. FELDMAN, ESQ.
NELSON & FELDMAN, P.A.
1135 KANE CONCOURSE
BAY HARBOR ISLAND, FL 33154-2025

SUBJECT: TIVOLI CINEMA, INC.
Ref. Number: P95000071147

We have received your document for TIVOLI CINEMA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our telephone conversation, I am returning the attached Statement of Change of Registered Agent and Office form. As I mentioned the form show no changes in the registered agent and office. We have enclosed a blank form, please complete and return it to this office. The \$35 previously sent will be applied to the filing fee when the document is returned.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 895A00048054

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: TIVOLI CINEMA, INC.

1b. The mailing address of the corporation is: 13005 Biscayne Bay Drive
North Miami, FL 33181

1c. Date of incorporation: Sept. 14, 1995 Document number: 195000071147

2. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

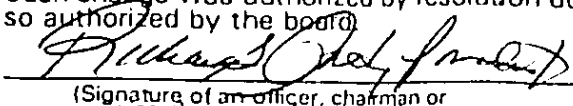
RICHARD ORETSKY

13005 Biscayne Bay Drive

North Miami, Florida 33181

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or
vice chairman of the board)

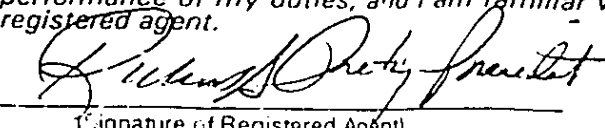
October 6, 1995

(Date)

RICHARD ORETSKY President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

October 6, 1995

(Date)

If signing on behalf of an entity:

RICHARD ORETSKY

(Typed or Printed Name)

President Agent

(Capacity)

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

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