

Gary S. Edinger

Attorney at Law

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9960000011270

January 30, 1996

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399
(904) 488-9000

55 JAN 31 AM 9:39

BY FEDERAL EXPRESS

RE: Incorporation of Florida Theatre Investment Corporation

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

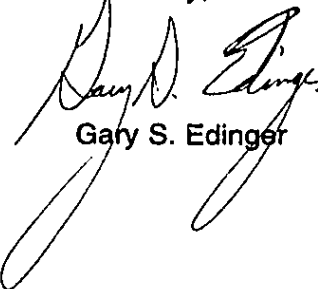
Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
TOTAL	\$122.50

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-01/31/96 -01031-008
***122.50 ***122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

gse
Enclosures

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**ARTICLES OF INCORPORATION
OF
FLORIDA THEATRE INVESTMENT CORPORATION**

The undersigned subscriber to the Articles of Incorporation being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is FLORIDA THEATRE INVESTMENT CORPORATION.

ARTICLE II

General Nature of Business

This corporation is organized for the purpose of transacting any and lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of one mill (\$0.001) per share.

ARTICLE IV

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE V

Initial Principal Office and Registered Agent

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

200
RECEIVED
JAN 31 AM 9:40
CLERK OF COURT
JAN 31 1960

GARY S. EDINGER, Esquire
305 N.E. 1st Street
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI

Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

Initial Director

The name of the initial director of this Corporation and his street address is:

<u>Name</u>	<u>Address</u>
JAMES WOLF	3602 N.E. 8th Place Unit F Ocala, Florida 34470

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and are qualified, whichever first occurs.

ARTICLE VIII

Indemnification

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

ARTICLE IX

Incorporator

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

Name

GARY S. EDINGER

Address

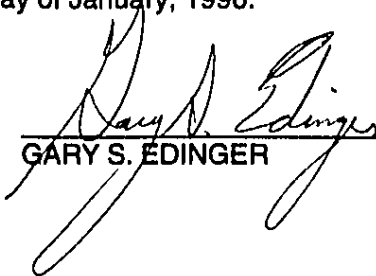
305 N.E. 1st Street
Gainesville, Florida 32601

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by two-thirds vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 30th day of January, 1996.

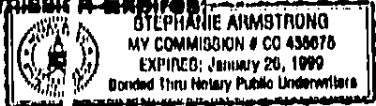


GARY S. EDINGER

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared GARY S. EDINGER, who is personally known to me, or who produced a Florida driver's license as identification, and who did not take an oath, and who executed the

foregoing Articles of Incorporation, and acknowledged before me that he subscribed to same on the 30th day of January, 1998.

Stephanie Armstrong
NOTARY PUBLIC, State of Florida
My Commission Expires:
STEPHANIE ARMSTRONG
MY COMMISSION # CO 436676
EXPIRES: January 26, 1999
Bonded thru Notary Public Underwriters

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That FLORIDA THEATRE INVESTMENT CORPORATION, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida has named GARY S. EDINGER, Esquire, located at 305 N.E. 1st Street, City of Gainesville, County of Alachua, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY: 
GARY S. EDINGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 31 AM 9:30