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Claire Wiley
623 North Hyer Avenue
Orlando, Florida 32803
(407) 839-0434

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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

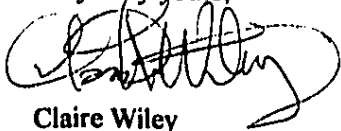
SUBJECT: PROF. SATURN'S ATOMIC SCI-FI THEATRE COMPANY

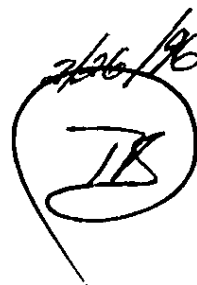
Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation, as well as a check in the amount of \$122.50 for the filing fees and certified copy of the Articles of Incorporation.

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****122.50 ****122.50

Very truly yours,


Claire Wiley

2/26/86


**ARTICLES OF INCORPORATION
OF
PROF. SATURN'S ATOMIC SCI-FI THEATRE COMPANY**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be PROF. SATURN'S ATOMIC SCI-FI THEATRE COMPANY.

Article 2. Principal Officer. The principal place of business and the mailing address of this Corporation shall be 623 North Hyer Avenue, Orlando, Florida 32803.

Article 3. Shares. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 25,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

Article 4. Initial Registered Agent and Street Address. The address of the initial Registered Agent of the Corporation is 623 North Hyer Avenue, Orlando, Florida 32803 and the name of its initial Registered Agent at that address is Claire Wiley.

Article 5. Incorporator. The name and street address of the incorporator to these Articles of Incorporation is as follows: Claire Wiley, 623 North Hyer Avenue, Orlando, Florida 32803.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of the initial Director of the Corporation is as follows: Claire Wiley, 623 North Hyer Avenue, Orlando, Florida 32803.

Article 7. Duration. The duration of the Corporation is . . .petual.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date upon filing of these Articles of Incorporation.

Article 10. Indemnification. The Corporation shall indemnify each Officer, including any former Officers, to the full extent permitted by law.

Article II. Purpose. The general purposes for which the Corporation is organized are the following.

A. To engage in and transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 19 day of February, 1996.


CLAIRE WILEY

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing has been acknowledged before me on the ____ of February 1996, by CLAIRE WILEY who is personally known to me (or produced a current driver's license issued by a state of the United States) and who did not take an oath.


Notary Public

My Commission Expires:

GINGER L. HARDING
My Commission CC341071
Expires Jan. 10, 1998
Bonded by HAI
800-422-1655

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:

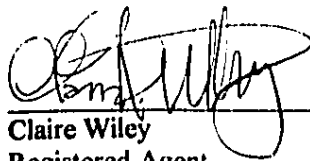
PROF. SATURN'S ATOMIC SCI-FI THEATRE COMPANY

2. The name and address of the Registered Agent and Office is:

Claire Wiley
623 North Hyer Avenue
Orlando, Florida 32803

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent of PROF. SATURN'S ATOMIC SCI-FI THEATRE COMPANY and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

Dated this 19 day of February, 1996.



Claire Wiley
Registered Agent