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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: FLEMING HALL & BIRM P.O.
DEPARTMENT OF STATE 11780 US HWY ONE
STATE OF FLORIDA THREE GOLDEN BEAR PLAZA SUITE

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(((H96000005536))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: THEATER FUNDING, INC.
FAX AUDIT NUMBER: H96000005536
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ARTICLES OF INCORPORATION
OF
THEATER FUNDING, INC.

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The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is **THEATER FUNDING, INC.**
2. The initial mailing address of the Corporation is:
11780 U.S. Highway One, Suite 300
North Palm Beach, Florida 33408
3. The Corporation shall have perpetual existence.
4. The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
5. The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00), all of one class.
6. The address of the initial registered office of the Corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408. The Registered Agent at that address is FHS Corporate Services, Inc., a Florida corporation.
7. The name of the Incorporator is Oren S. Tasini and his address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
8. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
9. The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 19th day of April, 1996, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


Oren S. Tasini, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: [Signature]
Oren S. Tasini,
Its Assistant Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

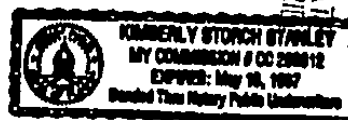
I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public duly authorized to administer oaths and take acknowledgments, Oren S. Tasini, who is personally known to me or has produced N/A as identification, and well known to be the person described in and who executed the foregoing Articles of Incorporation and Acceptance By Registered Agent and acknowledged before me that he executed the same as his free act and deed for the uses and purposes therein expressed.

WITNESS my hand and seal this 19 day of April, 1996.

Kimberly Storch Stanley
Kimberly Storch
Print Name

Notary Public

SEAL:



Prepared By:
Oren S. Tasini, Fla. Bar Number 766097
Fleming, Halle, Shaw & Gundlach, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, Florida 33408
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