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ATTORNEY AT LAW

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April 18, 1996

PLEASE REPLY TO:
POST OFFICE BOX 2400
FT. LAUDERDALE, FLORIDA 33301-2400

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ENCLOSURE 7501238
-04/23/96--01066--004
****131.25 ****131.25

Re: RLR THEATRE II, INC.

Gentlemen:

Attached are duplicate Articles of Incorporation for the above-referenced corporation, together with my firm check in the amount of \$131.25 representing the following fees:

1. \$35.00 - Corporation Filing Fee
2. 52.50 - Certified Copy
3. 35.00 - Registered Agent Designation
4. 8.75 - Certificate of Status

Please return the certified copy of the Articles of Incorporation and the Certificate of Status to the undersigned.

If additional information regarding the incorporation of RLR THEATRE II, INC. is needed, please do not hesitate to contact me.

Sincerely,



THOMAS M. DACHELET

TMD:ps
Encls.

D. BROWN APR 24 1996

ARTICLES OF INCORPORATION
OF
RLR THEATRE II, INC.

FILED
MAR 23 1963
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

ARTICLE I - NAME

The name of this corporation is RLR THEATRE II, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSES

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "common shares."

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 888 S.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this corporation at that address is THOMAS M. DACHELET.

ARTICLE VI - Principal Office Address

The principal place of business of this corporation shall be located at 4767 Bocaire Boulevard, Boca Raton, Florida 33487, or at such places within or without the State of Florida as the Board

of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE VII - Directors

The business of this corporation shall be conducted and managed by a Board of Directors and such Board of Directors shall consist of not less than one (1).

A majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this corporation until their successors are elected or appointed.

The qualifications, time and place of election and term of office of each Director shall be provided for in the By-Laws of the corporation.

ARTICLE VIII - Board of Directors

The name and street address of the member of the first Board of Directors, who unless otherwise provided by the By-Laws of this corporation shall hold office and manage the corporation for the first year of existence of the corporation or until his successors are elected or appointed or have qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT L. RICE	4767 Bocaire Boulevard Boca Raton, Florida 33487
GERALDINE RICE	4767 Bocaire Boulevard Boca Raton, Florida 33487

ARTICLE IX - Incorporator

The name and post office address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS M. DACHELET	888 S.E. 3rd Avenue, Suite 400 P. O. Box 2486 Fort Lauderdale, Florida 33303-2486

ARTICLE X - First Officers

The name and address of the first officers of this corporation, who shall hold office for the first year of existence of the corporation or until his successors are elected and qualified are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ROBERT L. RICE	President	4767 Bocaire Boulevard Boca Raton, FL 33487
LAWRENCE FORBES	Vice President	1500 N.E. 34rd Court Pompano Beach, FL 33064
GERALDINE RICE	Secretary/Treasurer	4767 Bocaire Boulevard Pompano Beach, FL 33487

ARTICLE XI - Notice

The provisions of this Charter and Amendments thereof and each and every article and section hereof, and the provisions of the By-Laws and Amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations upon the powers of this corporation.

ARTICLE XII - Indemnification

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIII - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.


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



THOMAS M. DACHELET

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19 day of April, 1996 by THOMAS M. DACHELET, who is personally known to me and who did take an oath.

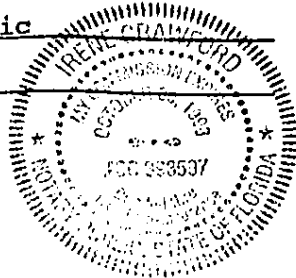


IRENE CRAWFORD

(SEAL)

Notary Public

NO.:



REGISTERED AGENT CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That RLR THEATRE II, INC., a corporation organized under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the City of Deerfield Beach, County of Broward and State of Florida, has named THOMAS M. DACHELET of 888 S.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida 33316 as its Agent to accept service of process within this State.


THOMAS M. DACHELET, Incorporator

Dated: APRIL 19, 1996

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in such capacity and comply with the provisions of the Act set forth above.


THOMAS M. DACHELET
Registered Agent

Dated: APRIL 19, 1996

FILED
96 APR 22 AM 10:32
TALLAHASSEE, FLORIDA