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FLORIDA DIVISION OF CORPORATIONS

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ACCT#:

CONTACT: IRIS HAIBI/me
PHONE: (954)525-7500
(954)761-8475

FAX #:

NAME: THE SCI-FI MEGAPLEX, INC.

AUDIT NUMBER.....H98000021756

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 1

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No. 1381 P. 1/2

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: TRIPP, SCOTT, CONKLIN & SMITH
075350000065

ACCT#:

CONTACT: IRIS HAIBI */one*

PHONE: (954) 525-7500

FAX #:

(954) 761-8475

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*To Christy
or Iris*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1998

THE SCI-FI MEGAPLEX, INC.
1132 S E 2ND AVE
FORT LAUDERDALE, FL 33316US

SUBJECT: THE SCI-FI MEGAPLEX, INC.
REF: P97000007362

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

THE SIGNOR'S TITLE MUST INCLUDE "DIRECTOR".

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: E98000021756
Letter Number: 898A00055859

Nov. 23. 1998 9:51AM

No. 1472, P. 3/3
H98000021756

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
THE SCI-FI MEGAPLEX, INC.**

FILED
98 NOV 23 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of The Sci-Fi Megaplex, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on January 21, 1998, document number P97000007362, be and they are hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

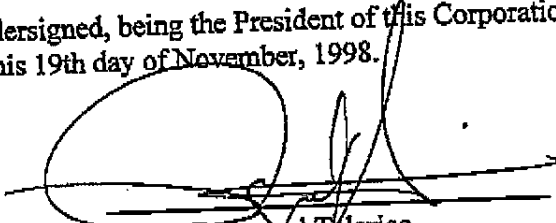
ARTICLE I

The name and address of the principal office and/or mailing address of the Corporation is as follows:

The Sci-Fi Megaplex, Inc.
1830 West Broward Boulevard
Fort Lauderdale, FL 33312

The foregoing amendment was adopted by a Consent Action of the Board of Directors of this Corporation, dated the 19th day of November, 1998. No shareholder action was required to approve the foregoing amendment.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 19th day of November, 1998.


Name: Raymond Talarico
Title: President and Director

This document prepared by:
Matthew Zifrony, FL Bar No. 0885487
Tripp Scott
110 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301
(954) 525-7500

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