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LAW OFFICES OF  
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MARINA VILLAGE  
4901 34TH STREET SOUTH  
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RICHARD A. STOFFELS  
ROBERT L. SHAVER

97 APR 11 1997  
TALLAHASSEE, FLORIDA  
TELEPHONE (813) 867-2177  
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April 8, 1997

Secretary of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

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-04.10.97-00048-016  
\*\*\*122.50 \*\*\*122.50

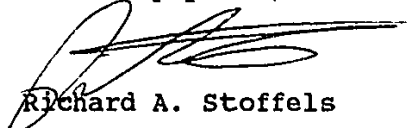
Re: FILM PARADISO, INC.

Dear Sirs:

Enclosed herein please find a check in the amount of \$122.50 to cover the cost of filing the enclosed Articles of Incorporation for the above-referenced Florida corporation. Please return one certified copy of the document to this office.

Your assistance in this matter is greatly appreciated. If you should have any questions regarding the enclosures, please do not hesitate to contact this office.

Sincerely yours,

  
Richard A. Stoffels

RAS/lk  
Enclosures

F. CHESLER APR 11 1997

ARTICLES OF INCORPORATION

OF

FILM PARADISO, INC.

FILED  
97 APR 10 AM 9:14  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is FILM PARADISO, INC.

ARTICLE II - NATURE OF BUSINESS

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do.

1. To take, buy, purchase, sell, exchange, hire, lease, or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, and to hold, own, control, manage and develop same.

2. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation and in particular lands,

leaseholds, shares of stock, mortgages, bonds, and other securities.

3. To erect, construct, maintain, improve, rebuild, alter, manage and control, either directly or through ownership of stock in any corporation, any and all kinds of buildings, dwellings, stores, offices or other structures or erections.

4. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels, real or other property of the company, real and personal.

5. To issue debentures, bonds or other evidence of indebtedness secured by mortgage or mortgages upon property of this company or otherwise, and to sell the same; borrow money, make and issue its promissory notes, bonds or other evidence of indebtedness, whether secured by mortgage, pledge or otherwise.

6. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds and other obligations.

7. To carry on any business whatsoever which the corporation may deem proper or convenient, or which may be calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property.

8. To purchase, hold, sell, and issue the shares of its own capital stock.

9. To conduct its business in the State of Florida, in other states, in the District of Columbia, in the territories and colonies of the United States and foreign countries and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to and under which this Corporation is formed.

10. To engage in the operation and maintenance of a motion picture theater business and to engage in the purchasing and leasing of motion picture rights and films and sound equipment necessary therefor; to purchase, acquire, and import foodstuffs, liquid beverages, and confections, and all things necessary and convenient to the operation, conduct, and maintenance of such motion picture theater business; and to engage representatives, agents, servants, and employees for the purpose of conducting and maintaining the motion picture theater and motion picture business and to do all things incidental thereto.

11. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

12. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article, or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class, and shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be either for services of a value rendered to the Corporation or cash.

### ARTICLE IV - DURATION OF EXISTENCE

This Corporation is to have perpetual existence.

### ARTICLE V - ADDRESS

The street address of the principal office and initial registered office of the Corporation in the State of Florida shall be 4209 Gulf Boulevard, St. Pete Beach, Florida 33706, and the name of its initial registered agent at such address is THOMAS C. ROLFE. The Corporation may have and establish offices, conduct business and promote its objects within any part of the State of Florida, or in any state, District of Columbia, and territories and colonies of the United States and in foreign countries, as the directors may designate.

### ARTICLE VI - DIRECTORS

The management and control of this Corporation shall be vested in a Board of Directors of not less than one (1) Director. Attendance by a majority of the directors at any meeting shall

constitute a quorum. A majority of those directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the holders of common stock of the corporation. The names and street addresses of the members of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RAZA I. CHOULS	910 Pinellas Bayway Tierra Verde, FL 33715
GILLIAN J. CHOULS	910 Pinellas Bayway Tierra Verde, FL 33715
JOANNA CHOULS	910 Pinellas Bayway Tierra Verde, FL 33715
THOMAS C. ROLFE	4562 14th Avenue North St. Petersburg, FL 33713

#### ARTICLE VII - SUBSCRIBERS

The names and street addresses of the incorporators of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RAZA I. CHOULS	910 Pinellas Bayway Tierra Verde, FL 33715
GILLIAN J. CHOULS	910 Pinellas Bayway Tierra Verde, FL 33715

ARTICLE VIII - OFFICERS

The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and shall be chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers and committees which may seem expedient to the Board. The Officers who are to hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>OFFICE</u>
THOMAS C. ROLFE	President
RAZA I. CHOULS	Vice President
JOANNA CHOULS	Secretary
GILLIAN J. CHOULS	Treasurer

ARTICLE IX - SEAL

The seal of the Corporation shall be a circular impression with the name "FILM PARADISO, INC." around the border and "Florida Seal, 1997" in the center.

IN WITNESS WHEREOF, RAZA I. CHOULS and GILLIAN J. CHOULS, the undersigned, as the incorporators of the above-named Corporation, do hereby subscribe their names and acknowledge the execution of the same on this 5th day of <sup>April</sup>~~March~~, 1997.


R. I. Chouls. (SEAL) Gillian Chouls (SEAL)  
RAZA I. CHOULS - GILLIAN J. CHOULS

STATE OF FLORIDA  
COUNTY OF PINELLAS

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)

BEFORE ME, this 5th day of March, 1997, personally appeared RAZA I. CHOULS and GILLIAN J. CHOULS, who are personally known to me and who executed the foregoing ARTICLES OF INCORPORATION.

April WITNESS my hand and official seal, this the 5th day of March, 1997, in the aforesaid County and State.

  
RICHARD A. STOFFELS  
NOTARY PUBLIC  
My Commission Expires:



RICHARD A STOFFELS  
My Commission CC288898  
Expires May. 24 1997  
Bonded by HAI  
800-422-1555



FILM PARADISO, INC.

ACCEPTANCE BY REGISTERED AGENT

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

Thomas C. Rolfe  
THOMAS C. ROLFE

FILED  
97 APR 10 AM 9:14  
TALLAHASSEE, FLORIDA