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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: CLUB MADONNA II, INC. AUDIT NUMBER.....H97000007362 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
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**ARTICLES OF INCORPORATION**

**OF**

**CLUB MADONNA II, INC.**

**ARTICLE I - NAME**

The name of this corporation is CLUB MADONNA II, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually commencing on the date these Articles are filed.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose operating a Theater, and any other lawful business it may choose to undertake pursuant to the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of stock with a One-Dollar (\$1.00) par value, which said shares shall be designated as "common shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1527 Washington Avenue, Miami Beach, Florida 33139. The name of the initial Registered Agent of this corporation is LINDA RIVERA GRIFFITH, and her address is 1527 Washington Avenue, Miami Beach, Florida 33139. THE MAILING ADDRESS OF THIS CORPORATION IS 1527 Washington Avenue, Miami Beach, Florida 33139.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Initial Director. The number of all directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the Initial Director of this corporation are:

LINDA RIVERA GRIFFITH-President      1527 Washington Avenue  
Miami Beach, Florida 33139

This document was prepared by:  
MITCHELL ZIDEL, ESQ.  
DOUGLAS ENTRANCE, LA PUERTA DEL SOL  
800 DOUGLAS ROAD, SUITE 313,  
CORAL GABLES, FLORIDA 33134  
Florida Bar # 999288  
305-443-7666

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE VII - INCORPORATION**

The name and address of the person signing these Articles of Incorporation is:

LINDA RIVERA GRIFFITH  
1527 Washington Avenue  
Miami Beach, Florida 33139.

**ARTICLE VIII - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend, rescind or repeal any provisions contained in these Articles of Incorporation and amendment thereof and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of May, 1997.

*Linda Rivera Griffith*  
Linda Rivera Griffith  
Produced I. D.  
U. S. Passport No. 041832347.

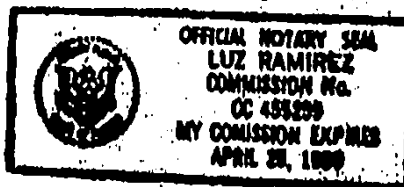
STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Linda Rivera Griffith, to me well known and known to me to be the person described in and who acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of MAY, 1997.

*Luz Ramirez*  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

1st day of MAY, 1997.

**I HEREBY AM FAMILIAR WITH AND ACCEPT  
THE DUTIES AND RESPONSIBILITIES AS  
REGISTERED AGENT FOR SAID CORPORATION.**

BY:

Linda Rivera Griffith  
Linda Rivera Griffith

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