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REFERENCE	:		:
ACCOUNT NO.	:	072100000	032

COST LIMIT : \$ 70.00

ORDER DATE: September 17, 1997

ORDER TIME : 2:32 PM

ORDER NO. : 532874-005

CUSTOMER NO: 81272A

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CUSTOMER: Kirk Bauer, Esq.

BIERNACKI & BAUER, P.A.

223 South Woodland Boulevard

Deland, FL 32720

DOMESTIC FILING

NAME:

SUN THEATRES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

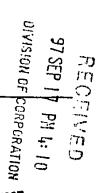
CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:



SN SEP 1 8 1997

FILED

ARTICLES OF INCORPORATION

97 SEP 17 AM 9:02

OF

TALLAMASSELL FLORIDA

SUN THEATRES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUN THEATRES, INC.

The address of the principal office of this corporation shall be 1798 South Woodland Boulevard, Deland, Florida 32720, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$10.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Harold Spears Pres. 1798 South Woodland Boulevard

Deland, Florida 32720

Frank Demarsh

Same

V.Pres.

Same

Clint Demarsh Sec.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 17, 1997.

CORPORATION SERVICE COMPANY

By: Delicar Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Ochmach Deskipper

TSY/tch