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TOLSON
DEPT. OF JUSTICE
WASHINGTON, D.C. 20535

11/17/97 Dorian Damorgian

Tucker, Damorgian, Menezian
Requestor's Name

1312 E Broward Blvd
Address

Ft. Lauderdale, FL 33301
City State ZIP Phone

(954) 522-2041

VALIDATION ONLY

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****122.50 ****122.50

CORPORATION(S) NAME

AMC Resorts II, Inc.

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy
RECEIVED
97 NOV 18 10:43
DIVISION OF CORPORATION

K. Rolfe NOV 21 1997

W97-26088
K. Rolfe NOV 18 1997

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: AMC RESORTS II, INC.
Ref. Number: W97000026088

We have received your document for AMC RESORTS II, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 197A00055333

FILED
97 NOV 21 11:01
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

RECEIVED
97 NOV 21 AM 10:34
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
AMC RESORTS II, INC.

FILED
97/09/21 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Corporate Name

The name of this corporation shall be: **AMC RESORTS II, INC.**

ARTICLE II
Nature and Mailing Address of Corporate Business

This corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida. The Corporation's principal office and/or mailing address is: 1312 East Broward Boulevard, Fort Lauderdale, Florida 33301

ARTICLE III
Capital Stock

This corporation is authorized to issue a maximum of One Thousand (1000) shares of stock. The shares of stock authorized shall be common stock, having a par value of \$.01 per share.

ARTICLE IV
Term of Existence

This term of existence of the corporation shall commence at 12:01 a.m. on the date of filing of these Articles of Incorporation and shall continue to exist in perpetually.

ARTICLE V
Initial Registered Agent and Initial
Registered Office

This corporation's initial Registered Agent shall be Michael J. Grimme' and the Registered Agent's Principal Office for the corporation in the State of Florida shall be:

1312 East Broward Boulevard

ARTICLE VI
Directors

The number of Directors may be altered from time to time by By-Laws adopted by the stockholders. However, this corporation shall have no less than (1) Director at any time. The name and post office address of the initial Board of Directors of this corporation is:

Michael J. Grimme'	1312 East Broward Boulevard
President/Secretary-	Fort Lauderdale, FL 33301
Treasurer	

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of the corporation.

ARTICLE VII
Incorporator

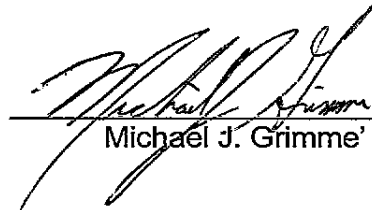
The name and post office address of the initial subscriber to these Articles of Incorporation is:

Michael J. Grimme'	1312 East Broward Boulevard
President/Secretary-	Fort Lauderdale, FL 33301
Treasurer	

ARTICLE VIII
Amendments

These Articles of Incorporation may be amended in the manner provided by law.

THE undersigned incorporator, for the purpose of forming a corporation to do business within or without the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.



Michael J. Grimme'

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing Articles of Incorporation was acknowledged before me by the said Michael J. Grimme', who is personally known to me or who has produced Florida Driver's Licenses as identification, at Broward County, Florida on this 17 day of November, 1997.

My Commission Expires:


NOTARY PUBLIC

Print Name:

**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 607.034, Florida Statutes, the undersigned hereby designates Michael J. Grimme' as its Registered Agent to accept service of process within this State.

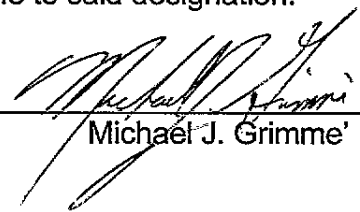
AMC RESORTS II, INC.

By: 

Michael J. Grimme'
President

REGISTERED AGENT ACCEPTANCE

THE UNDERSIGNED hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida and agrees to comply with the provisions of law applicable to said designation.


Michael J. Grimme'