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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: SOUTH FLORIDA CINEMA CORP.

AUDIT NUMBER.....H98000004535

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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B. McKinnell

MAR 09 1998

ARTICLES OF INCORPORATION
OF

SOUTH FLORIDA CINEMA CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

The principal place of business of this corporation shall be:

782 N.W. Le Jeune Road, Miami, FL 33126

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

500 Shares \$1.00 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Santiago Hernandez Jr. 782 NW Le Jeune Road,
Miami, FL 33126
(305) 529-8876

Regla R. Paz 15235 NW 87 Place,
Miami, FL 33018
(305) 827-1983

Prepared by: Regla R. Paz,
15235 NW 87 Place,
Miami, FL 33018
(305) 827-1983

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Regla R. Paz,
15235 NW 87 Place,
Miami, Florida, 33018

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this Sixth day of March, 1998.

Signature(s) of Incorporator(s)

Regla R. Paz

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

South Florida Cinema Corp.

2. The name and address of the registered agent and office is:

Regla R. Paz

(P.O. BOX NOT ACCEPTABLE)

15235 NW 87 Place, Miami, Fl. 33018

(CITY/STATE/ZIP)

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Regla R. Paz

DATE

3/6/98