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PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: AMC RESORTS III, INC.  
AUDIT NUMBER.....H98000022552  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**ARTICLES OF INCORPORATION**

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**OF**

**AMC RESORTS III, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**Corporate Name**

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

Prepared By:  
DORIAN K. DAMOORGIAN F.B.N. 304638  
1312 East Broward Blvd.  
Fort Lauderdale, FL 33301

(954) 522.0041

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**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, Fort Lauderdale, Florida 33301.

**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' - President/Secretary-Treasurer 1312 East Broward Boulevard, Fort Lauderdale, Florida 33301.

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

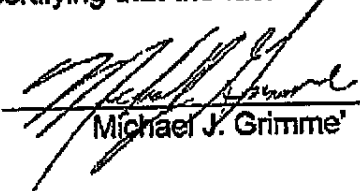
**ARTICLE VII**  
**Incorporator**

The name and post office address of the initial subscriber to these Articles of Incorporation is: Michael J. Grimme'; 1312 East Broward Boulevard, Fort Lauderdale, Florida 33301.

**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'

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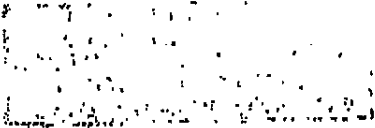
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STATE OF FLORIDA )

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 1st day of December, 1998.

My Commission Expires:



*[Signature]*  
NOTARY PUBLIC  
Print Name: DORIAN K. DAMOORGIAN

**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 III, INC.**

By: *[Signature]*  
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.

*[Signature]*  
Michael J. Grimme'

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