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CORPORATION(S) NAME

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CBL Entertainment, Inc

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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☐ NonProfit

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☐ Limited Partnership

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☐ Other

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☐ Change of R.A.

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DIVISION OF CORPORATION

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T. SMITH MAR 24 1999

**ARTICLES OF INCORPORATION
OF
CBL ENTERTAINMENT, INC.**

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act (the "Act").

ARTICLE I

Name

The name of the corporation is CBL Entertainment, Inc.

ARTICLE II

Principal Office

The street address and the mailing address of the principal office of the corporation is 6100 Deacon Drive, Windermere, Florida 34786.

ARTICLE III

Capital Stock

The total number of shares of capital stock that the corporation shall have authority to issue is one thousand (1,000) shares of common stock, \$0.01 par value per share.

ARTICLE IV

Initial Registered Office And Agent

The name of the initial registered agent of the corporation is Christopher D. Mangum, and the street address of the initial registered office of the corporation in the State of Florida is 6100 Deacon Drive, Windermere, Florida 34786.

The written acceptance of the initial registered agent, as required by the Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

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TALLAHASSEE, FLORIDA

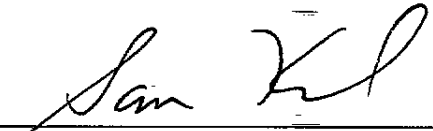
ARTICLE VI

Incorporator

The name and address of the incorporator are as follows:

Sam K. Kaywood, Jr.
Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 22nd day of March, 1999.

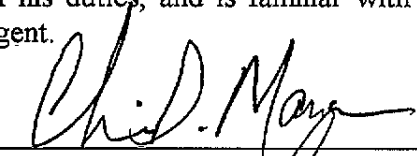


Sam K. Kaywood, Jr.
Incorporator

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named as registered agent and to receive service of process for the above stated corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

Dated: March 24, 1999



Christopher D. Mangum

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TALLAHASSEE, FLORIDA