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**Florida Department of State**  
**Division of Corporations**  
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**To:**

Division of Corporations  
Fax Number : (850)922-4001

**From:**

Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850)385-6735  
Fax Number : (800)881-6761

**FLORIDA PROFIT CORPORATION OR P.A.**

**Cineworks Digital Studios, Inc.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Cineworks Digital Studios, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:  
199 E. Riverbend Drive  
Sunrise, Florida 33326

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

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#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Vincent Hogan  
199 E. Riverbend Drive, Sunrise, Florida 33326  
William Randall  
199 E. Riverbend Drive, Sunrise, Florida 33326  
Antonio Maiorana  
199 E. Riverbend Drive, Sunrise, Florida 33326

#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation  
3732 N.W. 16th Street  
Fort Lauderdale, Florida 33311

#### ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: September 13, 1999

Filings, Inc.  
by Teresa Roman, Vice-President

Teresa Roman  
Incorporator

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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Cineworks Digital Studios, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: September 13, 1999

Teresa Roman  
Teresa Roman, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 13, 1999

Filings, Inc.  
by Teresa Roman, Vice-President

Teresa Roman

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