



THE UNITED STATES  
CORPORATION  
COMPANY

P99000110478

FILED

99 DEC 23 PM 12:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 527575 11208A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : December 23, 1999

ORDER TIME : 10:26 AM

ORDER NO. : 527575-005

700003079157-1

CUSTOMER NO: 11208A

CUSTOMER: John B. Kent, Esq  
KENT CRAWFORD & GOODING  
KENT CRAWFORD & GOODING  
Suite 900  
225 Water Street  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: STARNET CINEMAS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 DEC 23 AM 11:28

RECEIVED

PH 12/23/99

ARTICLES OF INCORPORATION

OF

STARNET CINEMAS, INC.

FILED

99 DEC 23 PM 12:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to, and in compliance with, the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation is STARNET CINEMAS, INC. The principal place of business is 2870 University Boulevard West, Suite 103, Jacksonville, Florida 32217.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of \$1.00 par value common stock. All stock shall be fully paid and non-assessable. Shares of stock without nominal or par value may be issued and disposed of for such considerations as may be fixed,

from time to time, by the Board of Directors. The stockholders shall have preemptive rights with respect to the capital stock or equity securities of the corporation.

#### ARTICLE IV

The amount of the capital with which this corporation shall and does hereby begin business, shall be and is the sum of \$1,000.00.

#### ARTICLE V

The corporation shall have perpetual existence.

#### ARTICLE VI

The street address of the initial registered office of this corporation is 2870 University Boulevard, West, Suite 103, Jacksonville, Florida 32217 and the name of the initial registered agent of this corporation at that address is William J. Homer. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

#### ARTICLE VII

The number of the Directors of this corporation shall be not less than one (1) nor more than five (5) as fixed from time to time by the provisions of the By-Laws.

### ARTICLE VIII

The names and addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Robert M. Fulford	2870 University Boulevard, West, Suite 103 Jacksonville, Florida 32217
William J. Homer	2870 University Boulevard, West, Suite 103 Jacksonville, Florida 32217
Sarah J. Homer	2870 University Boulevard, West, Suite 103 Jacksonville, Florida 32217

### ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation and a statement of the number of shares of stock which the subscriber agrees to take along with the value thereof are as follows:

Subscriber: William J. Homer

Street Address: 2870 University Boulevard, West  
Suite 103  
Jacksonville, Florida 32217

Shares of Stock: Number: 1000 Value: \$1,000.00

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business as heretofore set out in Article IV.

#### ARTICLE X

The officers of this corporation shall be a President, a Secretary, and such other officers as the Board of Directors may deem necessary. All officers shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

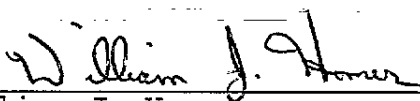
#### ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE XII

This corporation shall commence its corporate existence on the date of the filing of these Articles in the Office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 22<sup>nd</sup> day of December, 1999, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

  
\_\_\_\_\_  
William J. Homer (Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared William J. Homer, to me well known and personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 22<sup>nd</sup> day of December 1999.

John B. Kent

JOHN B. KENT

[print or type name]

Notary Public, State of Florida

My Commission Expires: March 12, 2002

Serial No. (if any): CC 724129

(Notarial Seal)



John B Kent

My Commission CC724129

Expires March 12, 2002

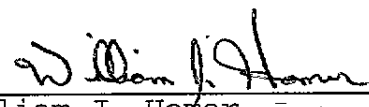
C E R T I F I C A T E

CERTIFICATE DESIGNATING THE REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED AGENT UPON WHOM SUCH PROCESS MAY BE SERVED.

STARNET CINEMAS, INC. in compliance with Chapter 48.091, Florida Statutes, and desiring to organize under the laws of the State of Florida with its registered office, as indicated in the articles of incorporation at 2870 University Boulevard West, Suite 103, Jacksonville, Duval County, Florida, 32217, has named William J. Homer as its registered agent to accept service of process within the State of Florida at its registered office.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Statute relative to keeping said office open from 10:00 a.m. to 12:00 noon each day except Saturdays, Sundays and legal holidays.

  
William J. Homer  
Registered Agent

FILED  
99 DEC 23 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA