FAX NO. 9047983730

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DIVISION OF CORPORATIONS

DISSOLUTION

STARNET CINEMAS, INC.

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ARTICLES OF DISSOLUTION

BY THE BOARD OF DIRECTORS

OF

STARNET CINEMAS, INC.

Pursuant to the provisions of Section 607.1401 of the Florida Statutes, the undersigned, being all of the members of the Board of Directors of STARNET CINEMAS, INC. (the "Corporation") hereby adopt the following Articles of Dissolution:

- 1. The name of the Corporation is STARNET CINEMAS, INC;
- 2. The date of filing of its Articles of Incorporation was December 23, 1999;
- 3. None of the Corporation's shares have been issued;
- 4. No debt of the Corporation remains unpaid;
- 5. There are no net assets of the Corporation;
- 6. The Corporation has not commenced business; and
- 7. That all of the directors of the Corporation authorized the dissolution.

Dated as of this 10th day of March, 2000.

Robert M. Fulford

William J. Home