

# State of Idaho

## Department of State

### CERTIFICATE OF AUTHORITY OF W CINEMAS INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of \_\_\_\_\_

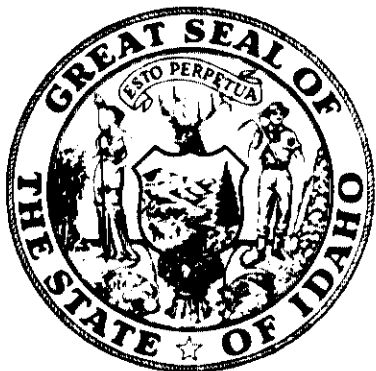
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to \_\_\_\_\_

\_\_\_\_\_ W CINEMAS INC.  
to transact business in this State under the name \_\_\_\_\_

\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated December 11, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sandra Mankley*  
Corporation Clerk

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

(Profit Corporation)

DEC 11 9 25 AM '87  
SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is W Cinemas Inc.

2. The name which it shall use in Idaho is W Cinemas Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is May 11, 1987 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 229 South State Street, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. N/A

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 999 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: General partner in a partnership relating to the operation of motion picture theatres

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached		

(continued on reverse)

Name	Office	Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 3, 1987

W Cinemas Inc.  
 (Corporation Name)

By *Spencer B. Hays*  
 Its ~~President~~ Vice President (please specify)

and *Jan T. Pincus*  
 Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF New York )  
 ) ss:  
 COUNTY OF New York )

I, Marie N. White, a notary public, do hereby certify that on this 3rd day of December, 19 87, personally appeared before me Spencer B. Hays, who being by me first duly sworn, declared that (s)he is the Vice President of W Cinemas Inc.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

MARIE N. WHITE  
 NOTARY PUBLIC, State of New York  
 No. 30-4616753  
 Qualified in Nassau County  
 Certificate Filed in New York County  
 Commission Expires July 31, 1990

*Marie N. White*  
 Notary Public

W CINEMAS INC.

Directors:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Deane F. Johnson	Director	75 Rockefeller Plaza New York, New York 10019
Martin D. Payson	Director	75 Rockefeller Plaza New York, New York 10019
Bert W. Wasserman	Director	75 Rockefeller Plaza New York, New York 10019

Officers:

Deane F. Johnson	President	See above
Martin D. Payson	Executive V.P.	See above
Bert W. Wasserman	Executive V.P.	See above
Warren Christie	Vice Pres.	75 Rockefeller Plaza New York, New York 10019
David R. Haas	Vice Pres. & Treas.	75 Rockefeller Plaza New York, New York 10019
Spencer B. Hays	Vice Pres.	75 Rockefeller Plaza New York, New York 10019
Eli T. Bruno	Secretary	75 Rockefeller Plaza New York, New York 10019
Joan T. Pincus	Asst. Sec.	75 Rockefeller Plaza New York, New York 10019
Fred Wistow	Asst. Sec.	75 Rockefeller Plaza New York, New York 10019
Fred Anton	Asst. Treas.	75 Rockefeller Plaza New York, New York 10019

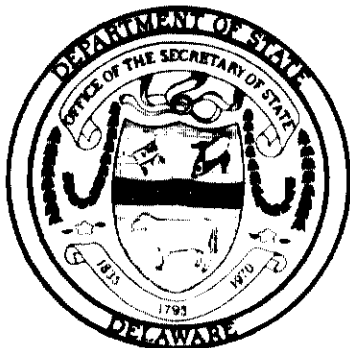


DEC 11 9 22 AM '87  
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY W CINEMAS INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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757336123

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: |1487284

DATE: 12/02/1987