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ORIGINAL

File Number 3139-2248 9 9-3 7

86399670

SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

ESSANESS THEATRES CORPORATION OF ILLINOIS

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 3rd

day of September, AD 1986, and

of the Independence of the United States

the two hundred and 11th.



Jim Edgar
SECRETARY OF STATE

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BCA-10.30 (Rev. Jul. 1984)

File #

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

Remit payment in Check or Money
Order, payable to "Secretary of
State":

DO NOT SEND CASH!

ARTICLES OF AMENDMENT

This Space For Use By Secretary of State	
Date	9-3-86
License Fee	\$
Franchise Tax	\$ 25
Filing Fee	\$
Clerk	BJ

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation

ARTICLE ONE The name of the corporation is _____
ESSANESS THEATRES CORPORATION OF ILLINOIS (Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on May 10
19 86 in the manner indicated below ("X" one box only.)

- By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected, or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment. (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment. (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment. (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: **RESOLVED**, that the Articles of Incorporation be amended to read as follows:)

RESOLVED, that the Articles of Incorporation be amended to read as follows:

(NEW NAME)

"ARTICLE ONE. The name of the corporation is
CINEPLEX ODEON ILLINOIS CORPORATION

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ARTICLE THREE The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

no change

ARTICLE FOUR (a) The manner in which said amendment effects a change in the amount of paid-in capital* is as follows: (If not applicable, insert "No change")

no change

(b) The amount of paid-in capital* as changed by this amendment is as follows: (If not applicable, insert "No change")

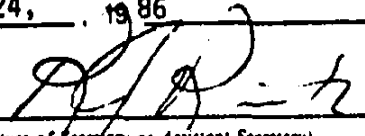
no change

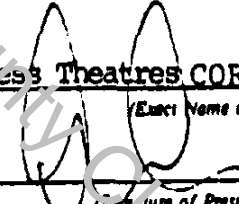
	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated June 24, 1986

Essence Theatres CORPORATION OF ILLINOIS
(Exact Name of Corporation)

attested by 
(Signature of Secretary or Assistant Secretary)
Richard James Roberts
Secretary
(Type or Print Name and Title)

by 
(Signature of President or Vice President)
Garth Howard Drabinsky
President
(Type or Print Name and Title)

*"Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

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NOTES and INSTRUCTIONS

- NOTE 1:** State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2:** Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3:** Directors may adopt amendments without shareholder approval in only six instances, as follows:
 (a) to remove the names and addresses of directors named in the articles of incorporation;
 (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
 (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
 (d) to change the corporate name by substituting the word "corporation", "Incorporated", "company", "limited", or the abbreviation "corp.", "Inc.", "co.", or "Ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
 (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 5.05.
 (f) to restate the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4:** All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.
- Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is required).
- The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5:** When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

Form 86399670
 File No. 86399670

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Stat'd Articles \$100.00

13.00

FILED

SEP 03 1986

SECRETARY OF STATE
 HALL BUILDING

DEPT-01 RECORDING \$13.00
 #3333 TRAN 1274 09/08/86 12:50:00
 #120 #A *-86-399670
 COOK COUNTY RECORDER

RETURN TO:

Corporation Department
 Secretary of State
 Springfield, Illinois 62756
 Telephone 217 — 782-6961

Box 416
 86399670