



State of Ohio
Department of State

Date 4/11/88

Number 722189

Sherrod Brown
Secretary of State

Receipt No. 66976

G358-1706 0078

G0358-1706

Received of SANTEN, SHAFFER & HUGHES
or filed by

The sum of \$ 100.00 for filing ARF of
THE POPCORN EMPORIUM, INC.

Returned to:
SANTEN, SHAFFER & HUGHES
ATT: K.W. CRANE
105 E. FOURTH ST.
CINCINNATI, OH 45202-4080

66976

ARF \$ 100.00

Name:
THE POPCORN EMPORIUM, INC.
FORM # SEC 6001

Total Fee: \$ 100.00

RECEIPT



Department of State

G358-1706

The State of Ohio

Sherrod Brown
Secretary of State

722189

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF

_____ of:
THE POPCORN EMPORIUM, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll G358 at Frame 1708 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 4TH day of APRIL,
A.D. 19 88.



Sherrod Brown
Sherrod Brown
Secretary of State

G0358-1708

APPROVED

ARTICLES OF INCORPORATION
OF
THE POPCORN EMPORIUM, INC.

By D.H.
Date 4-4-88
Amount 100.00

The undersigned, desiring to form a corporation for profit under the provisions of Title XVII, of the Revised Code of Ohio, hereby certifies:

FIRST: The name of the corporation shall be The Popcorn Emporium, Inc.

SECOND: The place in the State of Ohio where its principal office is to be located is the City of Worthington, County of Franklin.

THIRD: The purpose for which it is formed is:

To carry on or undertake any business, activities, or transactions in the State of Ohio, in any other State of the United States, or in any foreign country, which a corporation may lawfully carry on or undertake under the General Corporation Law of Ohio and under the laws of such other state or foreign country.

FOURTH: The number of shares which the corporation is authorized to have outstanding is 1,000, all of which shall be common shares without par value.

Said shares may be issued pursuant to subscriptions taken by the incorporator, for such amount of consideration as may be specified by the incorporator, and after organization, shares without par value now or hereafter authorized, may be issued or agreed to be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors in its discretion may fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same time or different times, and may determine that only a part or portion of the amount or amounts of a consideration for which as fixed by the incorporator, or by the Board of Directors, has been paid or delivered, shall be fully paid and nonassessable.

The above stock is being authorized and shall be issued so as to qualify such stock under the provisions of present Section 1244 of the Internal Revenue Code of 1954, and shall be offered and sold at an aggregate price not to exceed One Million Dollars (\$1,000,000.00). All such qualifying provisions of said section shall be applicable.

FIFTH: The amount of capital with which the corporation will begin business is \$500.

G0358-1709

SIXTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of stated capital of the corporation, to determine whether any, and if any, what part of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and apply such surplus or any part thereof at any time or from time to time in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation or other securities of the corporation, to such extent or amount, and in such manner and upon such terms, as the Board of Directors shall deem expedient.

SEVENTH: No holder of shares of the corporation of any class shall be entitled as such, as a matter of right, to subscribe for or purchase shares of any class, now or hereafter authorized, or to purchase or subscribe for, securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares, except such rights of subscription or purchase, if any, at such price or prices and upon such terms and conditions as the Board of Directors in its discretion from time to time may determine.

EIGHTH: Notwithstanding any provisions of the Revised Code of Ohio, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

NINTH: The corporation shall, to the fullest extent permitted by law, indemnify any and all incorporators, officers and directors of the corporation, and may, in the discretion of the Board of Directors of the corporation, indemnify any and all other persons whom it shall have the power to indemnify, from and against all expense, liabilities and other matters.

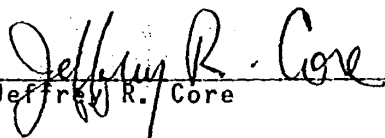
IN WITNESS WHEREOF, I have hereunto subscribed my name
this 23rd day of MARCH, 1988.

Jeffrey R. Core, Incorporator
Jeffrey R. Core, Incorporator

G0358-1710

CONSENT FOR USE OF SIMILAR NAME

On the 23rd day of March, 1988, Jeffrey R. Core, an individual located at 2290 W. Dublin-Granville Road, Worthington, Ohio 43085, who has registered the trade name "The Popcorn Emporium" with the Secretary of State of Ohio on July 9, 1985 under registration number RN85299, hereby give his consent to the The Popcorn Emporium, Inc. to use the name The Popcorn Emporium in the State of Ohio.


Jeffrey R. Core

CONSENT

G0358-1711

ORIGINAL APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS, That on this 23RD day
of MARCH, 1988, Jeffrey R. Core of 2290 W. Dublin-
Granville Road, Worthington, Franklin County, Ohio 43085, is
hereby appointed as the person on whom process, tax notices and
demands against said The Popcorn Emporium, Inc. may be served.

The Popcorn Emporium, Inc.

By Jeffrey R. Core, Incorporator
Jeffrey R. Core, Incorporator

The Popcorn Emporium, Inc.
Worthington, Ohio
23 MARCH, 1988

Gentlemen:

I hereby accept the appointment as the representative of
your company upon whom process, tax notices or demands may be
served.

Jeffrey R. Core, Agent
Jeffrey R. Core, Agent

G0358-1712

SANTEN, SHAFFER & HUGHES

A LEGAL PROFESSIONAL ASSOCIATION

SUITE 1800

105 EAST FOURTH STREET

CINCINNATI, OHIO 45202-4080

TELECOPIER (513) 241-9322

TELEPHONE (513) 721-5541

HERMAN W. SANTEN (1920-1965)
 WILLIAM E. SANTEN
 WILLIAM B. SHAFFER, JR.
 HARRY H. SANTEN
 KENNETH R. HUGHES
 FRANKLIN A. KLAIN, JR.
 WILLIAM B. SINGER
 DONALD L. WILEY
 GARY R. HOFFMANN
 GREGORY J. MEURER
 CHARLES M. MEYER**
 RICHARD B. DUSTERBERG
 KATHY A. BEACOCK
 CHARLES E. REYNOLDS

ROBERT J. GEHRING
 JOHN D. HOLSCHUH, JR.
 JAMES P. WERSCHING
 LAURA L. WARTNER
 WENDY G. HOLSCHUH
 JAMES P. MINUTOLO
 WILLIAM E. SANTEN, JR.
 MARIANNE E. SCOTT
 JAMES M. COOMBE
 PAMELA J. SEARS

*ALSO ADMITTED IN KENTUCKY
 **ALSO ADMITTED IN FLORIDA

KENWOOD/MONTGOMERY OFFICE

9157 MONTGOMERY ROAD
 CINCINNATI, OHIO 45242
 (513) 791-6500

March 31, 1988

EXPRESS MAIL

Secretary of State of Ohio
 State Office Tower, 14th Floor
 30 E. Broad Street
 Columbus, OH 43266-0418

Dear Sir:

Enclosed please find Articles of Incorporation of The Popcorn Emporium, Inc. for filing with your office. A check in the amount of \$100.00 has been enclosed to cover the filing fee. A Consent for Use of Similar Name has been enclosed reflecting the fact that Jeffrey R. Core, an individual who registered the trade name "The Popcorn Emporium" and who is also the Incorporator and the Agent for The Popcorn Emporium, Inc., gives his consent to the corporation to use the name.

I would appreciate prompt notification of the filing of the enclosed. In the meantime, if you have any questions, please do not hesitate to call.

Yours very truly,

Karen W. Crane
 Karen W. Crane
 Corporate Paralegal

KWC/tas
 0336
 Enclosures

CORRESPONDENCE

