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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

FOREIGN PROFIT/NONPROFIT CORPORATION

Mid-American Shows Delaware, Inc.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Mid-America Shows Delaware, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ino.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 35-2139538  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 24, 2005 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 576 Highland Colony Parkway, Ste 110, Ridgeland, MS 39157  
(Principal office address)
- P.O. Box 2968, Ridgeland, MS 39158  
(Current mailing address)

8. Amusements-Carnivals  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Rd.  
Plantation, Florida 33324  
(City) (Zip code)

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10. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Bernadette McNamara  
(Registered agent's signature) Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: J. Michael Williams

Address: 576 Highland Colony Parkway, Ste 110, Ridgeland, MS 39157

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Greg Markow

Address: 576 Highland Colony Parkway, Ste 110, Ridgeland, MS 39157

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Danny R. Huston

Address: 616 W. Jackson St.

Parker City, IN 47368

Vice President: CEO: J. Michael Williams

Address: 576 Highland Colony Parkway, Ste 110, Ridgeland, MS 39157

Secretary: Greg Markow

Address: 576 Highland Colony Parkway, Ste 110, Ridgeland, MS 39157

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Greg Markow Secretary  
(Signature of Director or Officer listed in number 12 of the application)

14. GREG MARKOW SECRETARY  
(Typed or printed name and capacity of person signing application)

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MID-AMERICA SHOWS DELAWARE, 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 TWENTY-EIGHTH DAY OF APRIL, A.D. 2008.

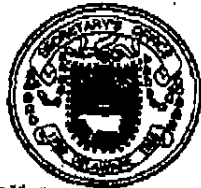
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6553368

DATE: 04-28-08