

L03000025163

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

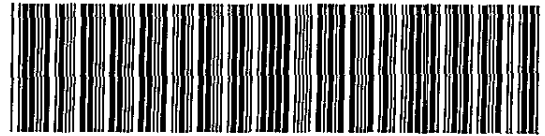
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Name / Availability	
Document Examiner	DCC
Underwriter	DCC Office Use Only
Notary	DCC
Document	DCC
Buyer	DCC



900020773469

07/03/03--01048--007 **155.00

FILED
03 JUL -3 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAAVEDRA, PELOSI, GOODWIN & HERMANN

ATTORNEYS AT LAW
AN ASSOCIATION OF PROFESSIONAL ASSOCIATIONS
NOT A PARTNERSHIP
312 SOUTHEAST 17TH STREET, SECOND FLOOR
FORT LAUDERDALE, FLORIDA 33316

(954) 767-6333
FACSIMILE (954) 767-8111
E-MAIL: Lawspg@lawspg.com

DAMASO W. SAAVEDRA ♦
NANCY D. PELOSI °
ALLYSON D. GOODWIN ♦
LISA K. HERMANN °
RENEE L. BRANT °

OF COUNSEL
MARIO THOMAS GABOURY ♦
DARRYL TOMPKINS °
HADLEIGH HOWD °

° MEMBER OF THE FLORIDA BAR
♦ MEMBER OF THE FLORIDA BAR, AND
WASHINGTON, D.C., BAR

♦ MEMBER OF THE FLORIDA BAR
WASHINGTON, D.C. BAR, AND
CONNECTICUT BAR
♦ MEMBER OF THE CONNECTICUT BAR

July 2, 2003

VIA FEDEX

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Martin & Vleminckx Rides, LLC**, a Florida limited liability company

Dear Sir/Madam:

Enclosed please find an original and duplicate copy of the Articles of Organization of this proposed limited liability company.

The duplicate copy has been subscribed and acknowledged by the sole subscriber in the same manner as the original. Please file the Articles of Organization immediately; obtain a certified copy of same and forward to my office for our files.

A check is also enclosed to cover the \$125.00 filing fee and \$30.00 certified copy fee, for a total of \$155.00.

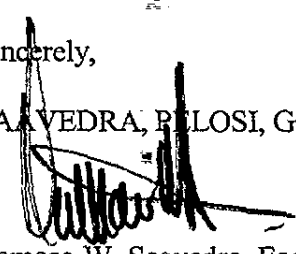
03 JUL -3 AM 8:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 2, 2003
Page 2

Thank you for your assistance in this matter.

Sincerely,

SAAVEDRA, PELOSI, GOODWIN & HERMANN



Damaso W. Saavedra, Esq.

DWS/lsb

Enclosures

cc: Mr. Alain Vleminckx (w/enclosures)

F:\WordDocs\G.Martin & A. Vleminckx Amusement Internatl Inc. 9989\Formation of Martin & Vleminckx Rides, LLC - 9989.7\Correspondence\SecretaryofState\l_070203.doc

FILED
03 JUL -3 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAAVEDRA, PELOSI, GOODWIN & HERMANN

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
MARTIN & VLEMINCKX RIDES, LLC

Article II. Address

The Company's street and mailing address
is: 312 S.E. 17th Street, Second Floor
Fort Lauderdale, Florida 33316

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Damaso W. Saavedra, Esq.
Saavedra, Pelosi & Goodwin
312 S.E. 17th Street, Second Floor
Fort Lauderdale, Florida 33316

03 JUL -3 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article V. Management

This will be a manager-managed company. The name and address of each manager is:

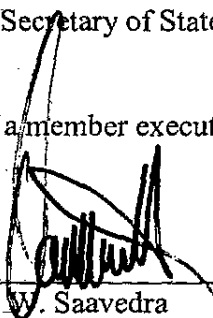
Alain Vleminckx	Charles A. Bingham
312 S.E. 17 th Street, Second Floor	316 Charleston Place
Fort Lauderdale, Florida 33316	Celebration, Florida 34747

Damaso W. Saavedra, Esq.
Saavedra, Pelosi & Goodwin
312 S.E. 17th Street, 2nd Floor
Ft. Lauderdale, Florida 33316
(954) 767-6333

Article VI. Company Existence

The Company's existence shall begin effective the date when these Articles of Organization are received in the office of the Secretary of State.

The undersigned authorized representative of a member executed these Articles of Organization this 1st day of July, 2003.

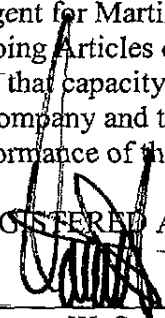


Damaso W. Saavedra
Attorney-In-Fact

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Martin & Vleminckx Rides, LLC, a Florida limited liability company, in the foregoing Articles of Organization of Martin & Vleminckx Rides, LLC, I hereby agree to act in that capacity, and, on behalf of the Company, to accept service of process for the Company and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Damaso W. Saavedra, Esq.

F:\WordDocs\G.Martin & A. Vleminckx Amusement Internat'l Inc. 9989\Formation of Martin & Vleminckx Rides, LLC - 9989.7\Documents\Articles of Organization Ver1.doc

03 JUL 03
SECRET
FILED