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DIVISION OF CORPORATION

FOREIGN LIMITED LIABILITY COMPANY

AA HOLDING, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. AA HOLDING, LLC
(Name of foreign limited liability company)
- 2. DELAWARE 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
- 4. DECEMBER 7, 2004 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
- 6. UPON QUALIFICATION
(Date first transacted business in Florida (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 141 N. BEVERLEY GLEN
LOS ANGELES, CA 90077
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

NORTH AMERICAN MIDWAY ENTERTAINMENT, LLC
141 N. BEVERLEY GLEN
LOS ANGELES, CA 90077

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: TO ENGAGE IN ANY AND

ALL ASPECTS OF THE FAIR AND CARNIVAL INDUSTRY AND ANY OTHER LAWFUL BUSINESS.

M.A.C.
 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Typod or printed name of signee

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

AA HOLDING, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation,

FL

33324

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

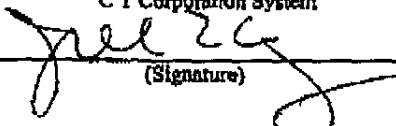
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

C T Corporation System

By:



(Signature)

**Jill E. Kranz
Assistant Secretary**

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

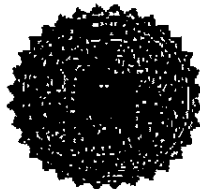
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AA HOLDING, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



3892455 8300

040934121

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3572945

DATE: 12-22-04