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February 6, 2001

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*****78.75 *****78.75

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Zacchini Rides, Inc.

Dear Sir:

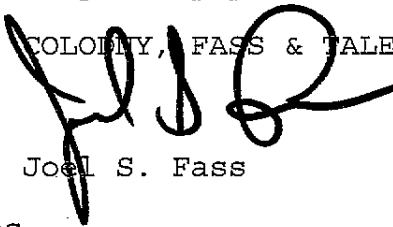
Enclosed please find an original and one copy of the Articles of Incorporation of Zacchini Rides, Inc. We also enclose our check in the amount of \$78.75 representing:

Filing fee	\$ 35.00
Certificate designating registered agent	35.00
Certified copy of Articles of Incorporation	8.75
TOTAL FEE:	\$ 78.75
	=====

as well as a self-addressed stamped envelope for your convenience in providing the undersigned with the Certificate designating registered agent, certified copy of Articles of Incorporation, and the charter number for this corporation.

Thanking you in advance for your prompt attention to this matter.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.


Joel S. Fass

JSF/sal

Enclosures:

- Original and 1 of Articles
- Check for \$78.75
- Return envelope

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB - 9 PM 12:35

FILED

ARTICLES OF INCORPORATION
OF
ZACCHINI RIDES, INC.

FILED
01 FEB - 9 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: ZACCHINI RIDES, INC.
Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at a par value of \$.00 per share.

ARTICLE III

The registered principal office of this corporation will be 1208 North Orange Avenue, Sarasota, Florida 34236.

ARTICLE IV

The name and post office address of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until her successor is elected and have qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leslie Zacchini	1208 North Orange Avenue Sarasota, Florida 34236

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

ARTICLE V

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

First. That ZACCHINI RIDES, INC., desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 1208 North Orange Avenue, City of Sarasota, State of Florida 34236, has named LESLIE ZACCHINI as its agent to accept service of process within this state.

30 day of January, 2001, by LESLIE ZACCHINI, who is personally known to me or who has produced Charles H Barker as identification.

My commission expires:



Charles H Barker
My Commission CC700626
Expires January 13, 2002

(SEAL)



Charles H Barker
My Commission CC700626
Expires January 13, 2002

Signature of Acknowledger

Typed/Printed Name of Acknowledger

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

01 FEB -9 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED