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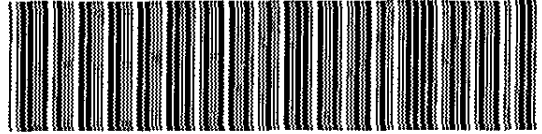
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 29 AM 10:52

BE 1/1

October 22, 2002

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Carrousel Amusements, Inc.

Dear Sir/Madam:

Please find enclosed for filing the following:

1. Articles of Amendment changing the name of Carrousel Amusements, Inc., Document No. P97000027849, to Zodiac Amusements, Inc.
2. Articles of Incorporation of Carrousel Amusements, Inc.
3. Appointment of new Registered Agent.
4. Check in the amount of \$ 148.75 for the required filing fees.

The undersigned is President and majority shareholder of Carrousel Amusements, Inc., Document No. P97000027849 and EIN: 59-3437614.

The undersigned is the incorporator of the corporation formed pursuant to the Articles described in item 2 above.

Very truly yours,



Michael J. Parks
7875 N.W. 10th Street
Ocala, FL 34482
(352) 804-5749

Enclosures

EFFECTIVE DATE
10-24-02

**ARTICLES OF INCORPORATION
OF
CARROUSEL AMUSEMENTS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is Carrousel Amusements, Inc.

The principal place of business and the mailing address is 7875 N.W. 10th St., Ocala, FL 34482.

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, at \$.01 par value.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and registered office of this corporation shall be as follows:

Bradley J. Davis, Esq.
538 Virginia Drive
Orlando, FL 32803

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TALLAHASSEE, FLORIDA
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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1).

The names and addresses of the initial directors of this corporation are:

Michael J. Parks
7875 N.W. 10th St.
Ocala, FL 34482

Katarina Parks
100 N.W. 76th Terrace
Ocala, FL 34482

ARTICLE VII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Michael J. Parks
7875 N.W. 10th St.
Ocala, FL 34482

ARTICLE VIII
DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE IX
INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE X
AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote.

ARTICLE XI
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XII
SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII
REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XIV
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

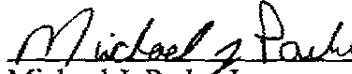
ARTICLE XV
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him or her to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

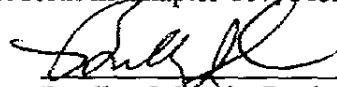
ARTICLE XVI
EFFECTIVE DATE OF INCORPORATION

This corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24 day of October, 2002.


Michael J. Parks, Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 607, Florida Statutes (2001).


Bradley J. Davis, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was subscribed before me this 24th day of October, 2002, by BRADLEY J. DAVIS, who (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____




Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____