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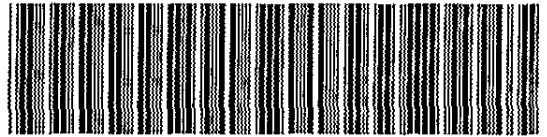
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RANDALL J. LOVE, P.A.
ATTORNEY AT LAW

8138 MASSACHUSETTS AVENUE
NEW PORT RICHEY, FLORIDA 34653

(727) 841-8752
(727) 848-3091 FAX

RANDALL J. LOVE

November 5, 2002

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

Re: Groovin, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation and Certificate of Designation and Acceptance of Registered Agent for Groovin, Inc. Also enclosed is a check in the amount of \$122.50 to cover filing fees, registered agent designation, and a certified copy. If you have any questions or need additional information, please contact my assistant, Tina, at (727) 841-8752.

Thank you for your attention in this regard.

Very truly yours,


Randall J. Love

ARTICLES OF INCORPORATION
OF GROOVIN, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Article One: NAME

The name of this corporation is GROOVIN, INC.

Article Two: Purposes

The corporation is formed for the purpose of purchasing real property, operating an amusement center, or go-cart track and for any other lawful purpose. The corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

Article Three: Registered Office and Agent

The address of the initial registered office of the corporation in the State of Florida is 8138 Massachusetts Avenue, New Port Richey, Florida 34653 and its initial registered agent in the State of Florida is Randall Love.

Article Four: Principal Office

The business address of the corporation's initial principal office is 9227 Countyline Road, Spring Hill, Florida 34608.

Article Five: Duration

The period of this corporation's duration is perpetual.

Article Six: Directors

(a) The business and affairs of the corporation shall be managed by a board of directors. The number of directors constituting the initial board of directors is three. The names of the original directors are:

Richard Orlando, 9227 Countyline Road, Spring Hill, Florida 34608.

Russell Becker, 9227 Countyline Road, Spring Hill, Florida 34608.

David Warner 9227 Countyline Road, Spring Hill, Florida 34608.

(b) The number of directors of the corporation set forth in Clause (a) of this Article shall constitute the authorized number of directors until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

(c) Except as limited by the Articles of Incorporation or the Bylaws of the corporation, the director(s) shall have all the powers granted to them under Florida law.

Article Seven: Incorporators

The names and addresses of the incorporators are Richard Orlando, 9227 Countyline Road, Spring Hill, Florida 34608, Russell Becker, 9227 Countyline Road, Spring Hill, Florida 34608 and David Warner, 9227 Countyline Road, Spring Hill, Florida 34608

Article Eight: Capitalization

The total number of shares of all classes of stock, which the corporation shall have authority to issue, is 1,000 shares of common stock having a par value of \$0.01 per share.

The initial number of shares issued (representing a 51%-24.5%-24.5% division of corporate ownership) shall be as follows:

<u>Name</u>	<u>Number of Shares</u>
<u>Richard Orlando</u>	510
<u>Russell Becker</u>	245
<u>David Warner</u>	245

Article Nine: Voting Trusts

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

Article Ten: Bylaws

The Board of Directors shall adopt Bylaws for the corporation at meeting of the Board of Directors following the filing of these Articles of Incorporation.

The power to adopt, alter, amend or repeal the Bylaws of the corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

Article Eleven: Officers

The initial officers of the corporation shall be as follows:

President:	Russell Becker
Vice President:	David Warner
Vice President:	Richard Orlando
Secretary:	David Warner
Treasurer:	Richard Orlando

Article Twelve: Amendments

The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the corporation.

The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

(a) The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

(b) The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

i. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose of one or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shareholders entitled to vote thereon (or such greater or lesser number as may be required by law); or

ii. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the corporation in accordance with applicable law.

(c) The power to amend these Articles of Incorporation may be exercised by the shareholders, without an act of the Board of Directors, if there are fewer than thirty-five (35) shareholders and the proposed amendment is approved by the shareholders in accordance with (b)i. or ii.

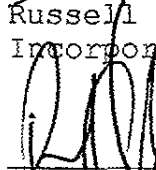
Article Thirteen: Indemnification

The corporation shall indemnify any officer, director or incorporator to the full extent permitted by law.

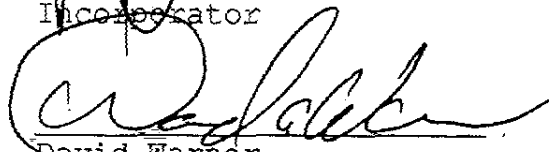
IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 4 day of November, 2002.



Russell Becker
Incorporator



Richard Orlando
Incorporator



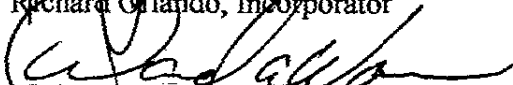
David Warner
Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered agent and office in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the corporation is: GROOVIN, INC.
2. The name and office of the registered agent is: RANDALL J. LOVE
8138 Massachusetts Avenue
New Port Richey, FL 34653

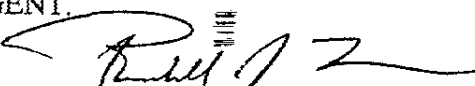

Richard Orlando, Incorporator


David Warner, Incorporator


Russell Becker, Incorporator

Dated this 4 day of November, 2002.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


Randall J. Love

Dated this 4 day of November, 2002.

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