



**THE UNITED STATES
CORPORATION
COMPANY**

A 00000000601

ACCOUNT NO. : 072100000032

REFERENCE : 655076 7210604

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -7 PM 5:09

ORDER DATE : April 7, 2000

ORDER TIME : 2:0 PM

ORDER NO. : 655076-010

CUSTOMER NO: 7210604

300003200563--6

-04/10/00--01001--002

***1837.50 ***1837.50

CUSTOMER: Ms. Jessica Smith
MASTERS OF MAGIC
MASTERS OF MAGIC
Suite 210
671 W. Front Street
Kissimmee, FL 34747

DOMESTIC FILING

NAME: MASTERS ~~OF~~ MAGIC, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

RECEIVED
00 APR -7 PM 3:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

File 2nd

*3/4
4/10/00*

**CERTIFICATE OF LIMITED PARTNERSHIP OF
MASTERS OF MAGIC, LTD.**

JULY 11, 2000
DIVISION OF CORPORATIONS
00 APR 10 PM 5:09

1. The name of the limited partnership is Masters of Magic, Ltd.
2. The business address of the limited partnership is 671 West Front Street, Suite 210, Celebration, Florida 34747.
3. The name and address of the agent for service of process is:

Octavio Gomez
671 West Front Street, Suite 210
Celebration, FL 34747
4. The general partner of the limited partnership is Masters of Magic, Inc., which has a business address of 671 West Front Street, Suite 210, Celebration, FL 34747.
5. The mailing address for the limited partnership is 671 West Front Street, Suite 210, Celebration, FL 34747.
6. The latest date upon which the limited partnership is to dissolve is December 31, 2100.

Signed this 4/5 day of March, 2000, by Masters of Magic, Inc., sole general partner of Masters of Magic, Ltd.

MASTERS OF MAGIC, INC.,
a Florida corporation, as sole general partner of
Masters of Magic, Ltd.

By


Octavio Gomez, as President

**CERTIFICATE OF MASTERS OF MAGIC, LTD.
DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -7 PM 5:09

PURSUANT to Sections 620.105, 620.108, and 620.192 of the Florida Statutes, the following is submitted in compliance with the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Sections 620.101, *et seq.*:

Masters of Magic, Ltd., desiring to organize under the laws of the State of Florida, has named as Registered Agent, Octavio Gomez, and Registered Office at 671 West Front Street, Suite 210, Celebration, Florida 34747, to accept service of process within this state.

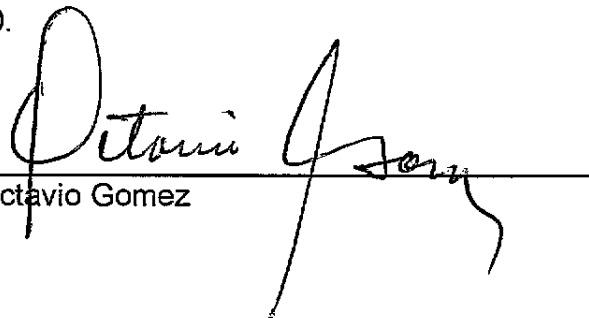
ACKNOWLEDGMENT:

Having been named as Registered Agent to accept service of process for the above-stated limited partnership, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 4/5 day of March, 2000.

By

Octavio Gomez

A handwritten signature in black ink, appearing to read "Octavio Gomez", is written over a horizontal line. The signature is stylized with a large initial "O" and a long, sweeping tail.

AFFIDAVIT OF CAPITAL CONTRIBUTION

State of Florida
County of Osceola

BEFORE ME, the undersigned authority, the undersigned being the sole general partner of Masters of Magic, Ltd., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$-0-
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,250,000.00.

FURTHER AFFIANT SAYETH NOT.

MASTERS OF MAGIC, INC.,
a Florida corporation, as sole general partner of
Masters of Magic, Ltd.

By Octavio Gomez
Octavio Gomez, as President

Sworn to and subscribed before me this 5 day of April, 2000, by Octavio Gomez, as President of Masters of Magic, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FDL as identification.



Carol D Smiling
My Commission CC582746
Expires Sep. 05, 2000

Carol D. Smiling
Signature of Notary Public

Carol D. Smiling
Printed Name of Notary Public
Notary Public, State of Florida
My Commission Expires: 9/5/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 7 PM 5:09