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FLORIDA DIVISION OF CORPORATIONS
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((H96000012571 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)592-9591

NAME: INTERNATIONAL RIDES MANAGEMENT, LTD.

AUDIT NUMBER.....H96000012571

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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ATTN: Doug Dickinson

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4094

10/16/96

21149

NO. 615 084

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Bernd-Peter Zwickau, do hereby certify
(Name)

that this Resolution of the Board of Directors of International Rides Management, Ltd.

(City, State and ZIP)

a corporation duly organized and existing under the laws of the State of Nevada

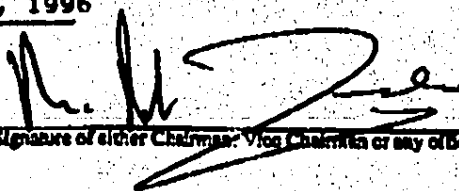
was duly adopted on October 7, 19 96

Be it resolved, that International Rides Management, Ltd.
(Corporate Name)

organized and existing in the State of Nevada, hereby adopts the name

International Rides Management, Ltd., Inc. of Florida
for the State of Florida.

Dated: October 7, 1996


Signature of either Chairman, Vice Chairman or any officer:

Bernd-Peter Zwickau, Chairman
(Type or print name)

DOMS19(496)

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TALLAHASSEE, FLORIDA

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10/10/96

21149

NO. 015 002

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

H96000012571

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. INTERNATIONAL RIDEH MANAGEMENT, LTD. INC. OF FLORIDA
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Nevada
(State or country under the law of which it is incorporated)
3. 93-1114-9688
(Tax number, if applicable)
4. 11/19/93
(Date of incorporation)
5. PERPETUAL
(Duration: Year exp. will cease to exist, or "perpetual")
6. Upon qualification
(Date first transacted business in Florida (SEE SECTIONS 607.1301, 607.1302, AND 617.135, F.S.))
7. 7300 W. Camino Real, Suite #215
Boca Raton, Florida 33433
(Current mailing address)

8. COMMUNISM FOR AMUSEMENT ETC.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)

Name: B. Peter ZeickauOffice Address: 7300 W. Camino Real Suite 215
Boca Raton, Florida, 33493
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

Prepared by: Colleen M. Stiger, P.A. 81
7300 W. Camino Real, Boca Raton, FL 33433
(407) 391-7757 FBN 937990

H96000012571

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X B. Peter Zeickau
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bernd-Peter Zeickau, Chairman
(Typed or printed name and capacity of person signing application)

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Bernd-Peter Zeickau
 Address: 7300 W. Camino Real, Suite #215, Boca Raton, FL 33433
 Vice Chairman: James C. Palmer
 Address: 3880 Stratford Court, Plantation, CA 94588

Director: _____
 Address: _____
 Director: _____
 Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

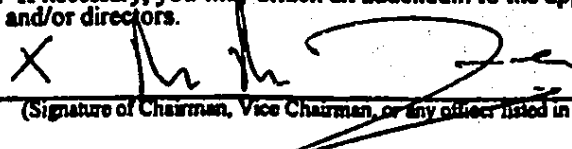
President: _____
 Address: _____

Vice President: _____
 Address: _____

Secretary: _____
 Address: _____

Treasurer: _____
 Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X 
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bernd-Peter Zeickau, Chairman
 (Typed or printed name and capacity of person signing application)

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 SECRETARY OF STATE
 TALAHASSEE, FLORIDA

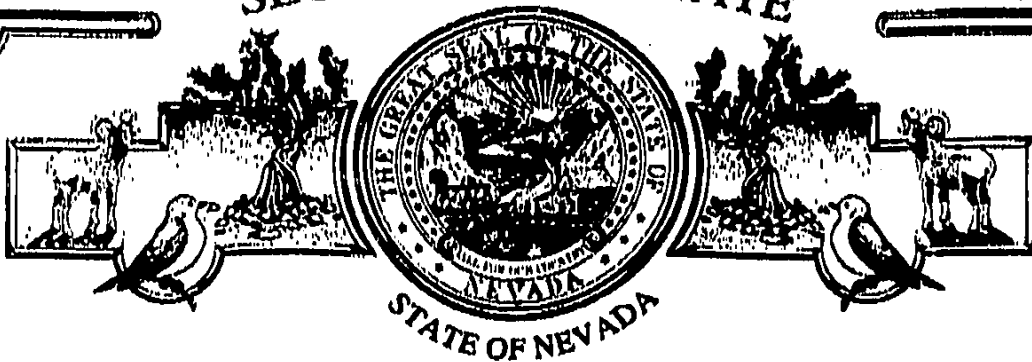
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10/16/96

21149

NO. 015 083

SECRETARY OF STATE

CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **INTERNATIONAL RIDES MANAGEMENT, LTD.**, as a corporation duly organized under the law of Nevada and existing under and by virtue of the laws of the State of Nevada since November 19, 1993, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on August 13, 1996.



Dean Heller
Secretary of State

By

Carol Bibbee
Certification Clerk

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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