

LEVINSON, SMITH & ABRAHAMSON

ATTORNEYS

35 EAST 18TH STREET

TULSA, OKLAHOMA 74119-5201

JEFFREY G. L.
DWIGHT L. SMITH
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*Also Member Florida Bar
**Also Admitted Minnesota and Missouri

Qualification/ Tax Lien Section

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32399

Re: *Murphy & Sons Amusements, Inc.*

300002411893-- 4
-01/26/98--01095--017
*****70.00 *****70.00

Greetings:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dwight L. Smith
Levinson, Smith & Abrahamson
35 East 18th Street
Tulsa, OK 74119-5201

Should you need to call someone concerning this matter, please call the undersigned at the above number. Otherwise thank you for your assistance in this matter.

Sincerely,

D. Jay Steen
D. Jay Steen
For the Firm

djs
enclosure

8/1/29
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Murphy & Sons Amusements, Inc.
(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. Oklahoma
(State or country under the law of which it is incorporated)
3. 731399016
(FEI number, if applicable)
4. 12-11-91
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. on or about February 1st, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4707 East 21st Street
Tulsa, OK 74114
(Current mailing address)
8. Authorized to conduct any lawful act or activity
(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 NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

See attachment
(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.

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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: Gerald L. Murphy

Address: 4707 East 21st Street

Tulsa, OK 74114

Vice Chairman: _____

Address: _____

Director: Jerry L. Murphy, Jr.

Address: 4707 East 21st Street

Tulsa, OK 74114

Director: _____

Address: _____

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

President: Jerry L. Murphy, Jr.

Address: 4707 East 21st Street

Tulsa, OK 74114

Vice President: Cathy Murphy

Address: 4707 East 21st Street

Tulsa, OK 74114

Secretary: Cathy Murphy

Address: 4707 East 21st Street

Tulsa, OK 74114

Treasurer: _____

Address: _____

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

13. _____

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

14. _____

(Typed or printed name and capacity of person signing application)

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ACCEPTANCE OF APPOINTMENT

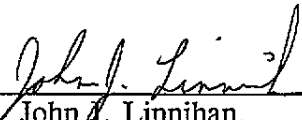
RE: MURPHY & SONS AMUSEMENTS, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: January 14, 1998

C T CORPORATION SYSTEM

By


John J. Linnihan,

Assistant Vice President

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OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)

I, *THE UNDERSIGNED*, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

I FURTHER CERTIFY that MURPHY & SONS AMUSEMENTS, INC.
whose registered agent is: R. Michael Carter
with its registered office at 5727 South Lewis, #640, Tulsa, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Done at the City of Oklahoma City, this 16th day of
January, 1998.

Sam Cole
Secretary of State

By:

Kay Jones

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CORPORATION