

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

700002598867--9
-09/21/98--01054--008
***1150.00 ***1150.00

SUBJECT: ASTRO AMUSEMENT COMPANY

(Name of corporation - must include suffix)

700002598867--9
-07/27/98--01027--001
*****70.00 *****70.00

Dear Sir or Madam:

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:

W98-17008

THOMAS THEBAULT

(Name of Person)

ASTRO AMUSEMENT COMPANY

(Firm/Company)

p. 622

591 MULBERRY CT

(Address)

BUFFALO GROVE, IL 60089-3474

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

THOMAS THEBAULT

(Name of Person)

at (847) 215-8576

(Area Code & Daytime Telephone Number)

W9/21
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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

FT

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. ASTRO AMUSEMENT COMPANY
(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. ILLINOIS
(State or country under the law of which it is incorporated)
3. 36-2776896
(FEI number, if applicable)
4. JULY 31, 1973
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 591 MULBERRY CT

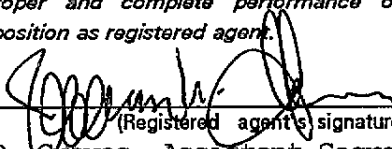
BUFFALO GROVE, IL 60089-3474
(Current mailing address)
8. AMUSEMENT RIDES/CARNIVAL
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T CORPORATION 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.


(Registered agent's signature)
Jeffrey R. Graves, Assistant Secretary

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.

98 SEP 21 PM 3:02
SECRET
TALLAHASSEE FLORIDA

FILED

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: THOMAS THEBAULT

Address: 591 MULBERRY COURT

BUFFALO GROVE, ILLINOIS 60089

Director: _____

Address: _____

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

President: THOMAS THEBAULT

Address: 591 MULBERRY COURT

BUFFALO GROVE ILLINOIS 60089

Vice President: _____

Address: _____

Secretary: _____

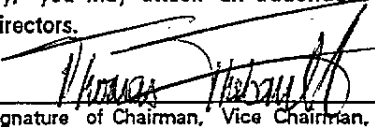
Address: _____

Treasurer: _____

Address: _____

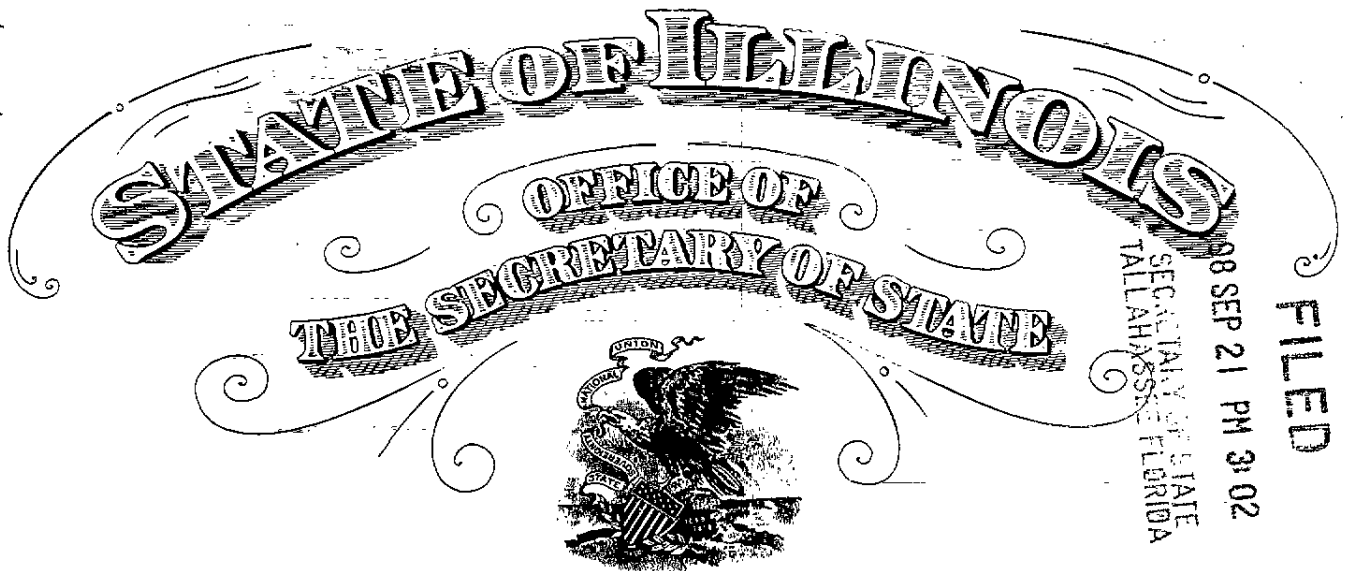
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TALLAHASSEE FLORIDA

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. THOMAS THEBAULT - PRESIDENT
(Typed or printed name and capacity of person signing application)

File Number 5028-525-1



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that ASTRO AMUSEMENT COMPANY, A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 31,
1973, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE
BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF
ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE,
IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF
ILLINOIS*****



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____ **24TH**
day of _____ **JULY** _____ *A.D., 19* **98**

George H Ryan

SECRETARY OF STATE