

F98000005486

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: F & W Ride Company, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

000002652090--8

-09/30/98--01033--003

226.2578.75

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:

James H. Gabriel, Esq.

(Name of Person)

Pyle, Dreher, Mills & Dye, P.A.

(Firm/Company)

779 Avery Blvd. North, Ste. 200

(Address)

Ridgeland, MS 39157

(City/State/Zip)

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

James H. Gabriel

(Name of Person)

at (601) 957-2600

(Area Code & Daytime Telephone Number)

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TALLAHASSEE FLORIDA

COURIER ADDRESS:

Qualification/Tax Lien Section
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**

*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. F & W Ride Company, 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. Mississippi 3. 64-0736286
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 12, 1986 5. 99 years (2085)
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2/1/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Post Office Box 6747
Jackson, MS 39282-6747
(Current mailing address)

8. To provide rides and concessions to amusement activities and event
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Steve Jones

Office Address: 211 South Dale Mabry Hwy.

Tampa, Florida, 33609
(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.

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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: James Michael Williams

Address: 250 Farrow Dr.

Jackson, MS 39212

Vice Chairman: Terry P. Foreman

Address: 250 Farrow Dr.

Jackson, MS 39212

Director: Michael A. Sievers

Address: 250 Farrow Dr.

Jackson, MS 39212

Director: _____

Address: _____

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

President: James Michael Williams

Address: 250 Farrow Dr.

Jackson, MS 39212

Vice President: Terry P. Foreman

Address: 250 Farrow Dr.

Jackson, MS 39212

Secretary: Michael A. Sievers

Address: 250 Farrow Dr.

Jackson, MS 39212

Treasurer: _____

Address: _____

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

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

14. TERRY PAUL FOREMAN - Vice President
(Typed or printed name and capacity of person signing application)

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on December 12, 1986 the state of Mississippi issued Charter/Certificate of Authority to:

F & W RIDE COMPANY, INC.

That the state of incorporation is MISSISSIPPI.

THAT THE PERIOD OF DURATION IS 99 YEARS.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
September 18, 1998

Eric Clark

ERIC CLARK,
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA