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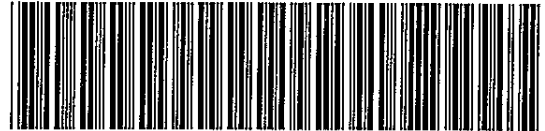
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OF COUNSEL:
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ROLLIN D. DAVIS, JR.
(1932-2002)

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32501

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

March 25, 2003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: *PACE FAMILY ENTERTAINMENT CENTER, LLC*

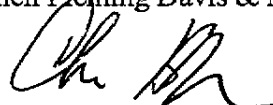
Dear Sir/Madam:

Enclosed please find original of the ARTICLES OF ORGANIZATION and THE ACCEPTANCE OF RESIDENT AGENT for the above corporation. Please file the Articles. SFDM check #8935 in the amount of \$125.00 for the required filing fee is enclosed.

Thank you, and please contact the undersigned with any questions.

Very truly yours,

Shell Fleming Davis & Menge



Charles L. Hoffman, Jr.

CLH,Jr.:jb
Enclosures
H4209.00000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PACE FAMILY ENTERTAINMENT CENTER, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be **PACE FAMILY ENTERTAINMENT CENTER, LLC.**

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the company shall be:

2447 Executive Plaza
Pensacola, FL 32503

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the company in the State of Florida is:

JOE M. LOFTIN
2447 Executive Plaza
Pensacola, FL 32503

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FLORIDA

ARTICLE IV

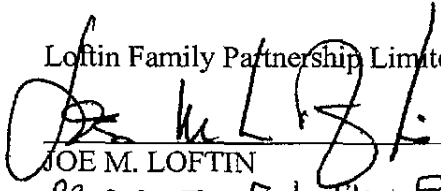
MANAGEMENT

The company shall be managed by a manager or managers in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. The operating agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned Organizer has made and subscribed these Articles of Organization at Pensacola, Florida, on this 25 day of March, 2003.


STATE OF FLORIDA
COUNTY OF ESCAMBIA

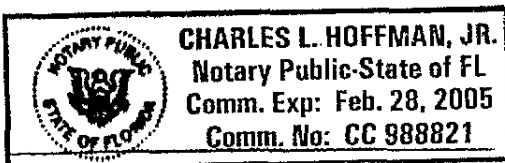
Loftin Family Partnership Limited


JOE M. LOFTIN
PRESIDENT OF Loftin Family Company
Its General Partner
ORGANIZER AND MEMBER

BEFORE ME, the undersigned authority, personally appeared JOE M. LOFTIN, known to me and known by me to be the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed those Articles of Organization. He is personally known to me. Joe M. Loftin signed on behalf of Loftin Family Company as its President, the General Partner of Loftin Family Partnership Limited.

25th IN WITNESS WHEREOF, I have set my hand and affixed my official seal on this day of March, 2003.


CHARLES L. HOFFMAN, JR.
NOTARY PUBLIC-STATE OF FLORIDA
COMMISSION NUMBER: 606514
EXPIRATION DATE: 02/28/05



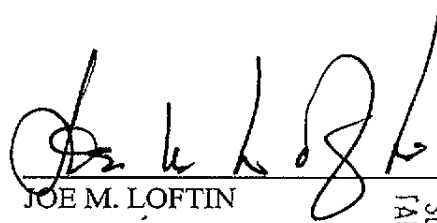
STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

COUNTY OF ESCAMBIA

The undersigned, being the person named in the Articles of Organization of **PACE FAMILY ENTERTAINMENT CENTER, LLC**, as the Registered Agent of this Limited Liability Company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as Registered Agent.

Dated this 21 day of March, 2003.



Handwritten signature of Joe M. Loftin in black ink, consisting of a stylized 'J' followed by 'M. L.' and a large 'L'.

JOE M. LOFTIN

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TALLAHASSEE, FLORIDA