

L26026

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BAF FAN FAIR, INC.
WRITTEN STATEMENT IN LIEU OF
MEETING OF DIRECTORS

THE UNDERSIGNED, being the directors of BAF FAN FAIR, INC.
a Florida corporation (the "corporation"), hereby consent to and
adopt the following resolutions, taking said action in lieu of a
meeting as permitted by Florida Statutes Section 607.0821 (Action
by directors without a meeting):

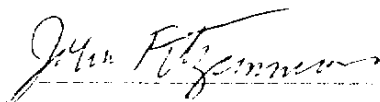
RESOLVED, that JOHN R. FITZSIMMONS be and hereby
is elected as President of the corporation with a term
commencing the date hereof and ending at such time
his/her successor is elected.

RESOLVED, that ANN E. FITZSIMMONS be and hereby is
elected as Vice President, Treasurer and Secretary of
the corporation with a term commencing the date hereof
and ending at such time her successor is elected.

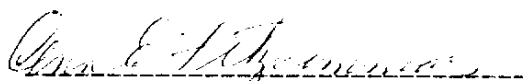
RESOLVED, that all the actions on behalf of the
corporation taken by the officers since the date of
incorporation of this corporation and prior to this
date are hereby ratified, approved and affirmed.

IN WITNESS WHEREOF, the undersigned hereby executes
this written consent and adoption effective as of the date
hereof.

DATED this 11th day of April 1996



JOHN R. FITZSIMMONS, DIRECTOR



ANN E. FITZSIMMONS, DIRECTOR

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BAF FAN FAIR, INC.
WRITTEN STATEMENT IN LIEU OF MEETING
OF SHAREHOLDERS

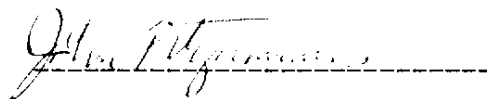
THE UNDERSIGNED, being the shareholders of
BAF FAN FAIR, INC., a Florida corporation (the "corporation"),
hereby consent to and adopt the following resolutions,
taking said action in lieu of a meeting as permitted by
FLORIDA Statutes Section 607.0704 (Action by shareholders
without a meeting):,

RESOLVED, that JOHN R. FITZSIMMONS AND ANN E.
FITZSIMMONS be and hereby are elected as the directors
of the corporation with a term commencing the date
hereof and ending at such time his/her successors are
elected.

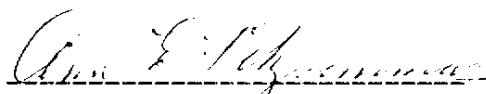
RESOLVED, that all the actions on behalf of the
corporation taken by the director since the date of
incorporation of this corporation and prior to this
date are hereby ratified, approved and affirmed.

IN WITNESS WHEREOF, the undersigned hereby execute
this written consent and adoption effective as of the date
hereof.

DATED this 11th day of April 1996



JOHN R. FITZSIMMONS, Shareholder



ANN E. FITZSIMMONS, Shareholder