

P00000068071

SAAVEDRA & PELOSI

ATTORNEYS AT LAW

An Association of Professional Associations

Not a Partnership

312 Southeast 17th Street, Second Floor

Fort Lauderdale, Florida 33316

(954) 767-6333

FACSIMILE (954) 767-8111

E-MAIL: Lawspg@aol.com

DAMASO W. SAAVEDRA*
NANCY D. PELOSI**
ALLYSON D. GOODWIN****

OF COUNSEL
MARIO THOMAS GABOURY***
DARRYL TOMPKINS**
HADLEIGH HOWD**
**

* MEMBER OF THE FLORIDA,
CONNECTICUT AND WASHINGTON,
D.C. BAR

** MEMBER OF THE FLORIDA BAR
***MEMBER OF THE CONNECTICUT
BAR

****MEMBER OF THE FLORIDA
AND WASHINGTON, D.C. BAR

July 12, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

600003323286--3

-07/14/00--01061--008

*****07.50 *****87.50

RE: XCOASTER, INC.

Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the sole subscriber in the same manner as the original. Please file the Articles of Incorporation immediately; obtain a certified copy of same and call our office when this has been accomplished.

A check is also enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Articles of Incorporation, the \$8.75 fee for filing the Designation of Resident Agent for a total of \$87.50.

Also enclosed is the executed Resident Agent form and one copy.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 14 AM 10:45

of 7/19/00

July 12, 2000
Page 2

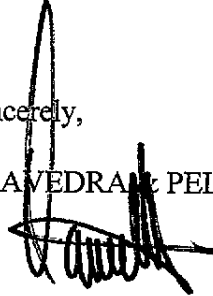
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Thank you for your assistance in this matter.

00 JUL 14 AM 10:45

Sincerely,

SAAVEDRA & PELOSI

A handwritten signature in black ink, appearing to read 'Damaso W. Saavedra', written over the printed name 'SAAVEDRA & PELOSI'.

Damaso W. Saavedra, Esq.

/ag

Encls.

F:\WORDDOCS\ANN\CORP\XCOASTER\NEW-TL-SOS
July 12, 2000

SAAVEDRA & PELOSI

**ARTICLES OF INCORPORATION
OF
XCOASTER, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 14 AM 10:45

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **XCOASTER, INC.**

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. Develop roller coasters and other amusement rides; and
2. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 312 S.E. 17th Street, 2nd Floor, Ft. Lauderdale, Florida 33316 and the name of the initial registered agent at such address is Damaso W. Saavedra, Esq. The mailing address of the principal office of the corporation is 312 S.E. 17th Street, 2nd Floor, Ft. Lauderdale, Florida 33316.

ARTICLE VII – DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is three (3). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
Eric Rahn	312 S.E. 17th Street, 2nd Floor Ft. Lauderdale, Florida 33316
Jules Ross	312 S.E. 17th Street, 2nd Floor Ft. Lauderdale, Florida 33316
Damaso W. Saavedra	312 S.E. 17th Street, 2nd Floor Ft. Lauderdale, Florida 33316

ARTICLE VIII – INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Damaso W. Saavedra	312 S.E. 17th Street, 2nd Floor Ft. Lauderdale, FL 33316

ARTICLE IX – BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 12 day of July, 2000.



DAMASO W. SAAVEDRA

**STATE OF FLORIDA
COUNTY OF BROWARD**

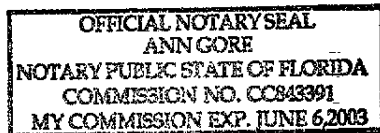
BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared Damaso W. Saavedra, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he swore to and executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 12th day of July, 2000.



NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

00 JUL 14 AM 10:45

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that XCOASTER, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Lauderdale, State of Florida, has named Damaso W. Saavedra, Esq. located at 312 S.E. 1st Street, 2nd Floor, Ft. Lauderdale, Florida 33316 as its agent to accept service of process within Florida.



XCOASTER, INC.

Date: July 12, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Damaso W. Saavedra, Esq.

Date: July 12, 2000