

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000068801

Theme Park Liquidation, Inc.

400003327714--2

-07/19/00--01023--016

*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	<i>Cert</i>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input checked="" type="checkbox"/>	Annual Report / Reinstatement	
<input type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

00 JUL 19 PM 1:18

FILED

DEPARTMENT OF STATE
DIVISION OF CERTIFICATES
TALLAHASSEE, FLORIDA

00 JUL 19 AM 10:06

RECEIVED

JUL 19 2000

Signature

Requested by:

LM 7/19 9:54

Name

Date

Time

Walk-In

Will Pick Up

FILED

00 JUL 19 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THEME PARK LIQUIDATION, INC.

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

Article 1. Name. The name of the Corporation is: THEME PARK LIQUIDATION, INC. The principal office of the Corporation is 13337 Falcon Point Drive, Orlando, Florida 32837. The mailing address of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of One Cent (\$0.01) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:


Gene M. Eckles
13337 Falcon Point Drive
Orlando, Florida 32837

Article 7. Incorporators. The name and address of each Incorporator is as follows: Robert R. Hendry, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

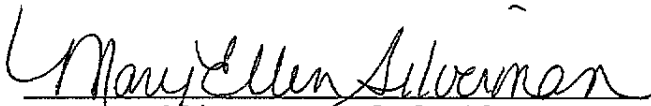
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 18th day of July, 2000.


Robert R. Hendry

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared ROBERT R. HENDRY, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of July, 2000.


Notary Public, State of Florida at Large
MARY ELLEN SILVERMAN
Typed Name of Notary Public
Commission No.:

MARY ELLEN SILVERMAN
(NOTARY SEAL) Notary Public, State of Florida
My Comm. Expires Feb. 15, 2002
Comm. No. CC 716777

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of THEME PARK LIQUIDATION, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 18th day of July, 2000.

FLORIDA CORPORATE SUPPORT, INC.

By: 

Robert R. Hendry
As Its: President

MES\ECKLES\ART.INC