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H. EDWARD DEAN*
JONATHAN S. DEAN P.A.*
MICHAEL E. DEAN
SUSAN E. DEAN P.A.
TIMOTHY S. DEAN
DAVID E. MIDGETT P.A.

A LIMITED LIABILITY PARTNERSHIP
CONSISTING OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

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*ALSO LICENSED IN MICHIGAN
*CERTIFIED CIRCUIT COURT MEDIATOR

August 21, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

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-08/23/00--01068--006
*****78.75 *****78.75

RE: Ocala Family Fun Factory, Inc.

Dear Sirs:

Enclosed please find our client's check in the amount of \$78.75 representing the filing fee for the enclosed Articles of Incorporation. Additionally, I have enclosed a copy of the Articles to be returned marked "Filed."

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, L.L.P.

Lisa M. Wilson
Paralegal

FILED
00 AUG 23 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/lmw
Enclosures

VLTRSECSTATE.ART

T. Burch AUG 28 2000

ARTICLES OF INCORPORATION
OF
OCALA FAMILY FUN FACTORY, INC.

FILED
00 AUG 23 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name. The name of this corporation is **OCALA FAMILY FUN FACTORY, INC.** The corporation's principal office is located at 2441 Southwest 27th Avenue, Ocala, Florida 34474.

ARTICLE II

Business and Activities. This corporation may, and is organized and authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 2441 Southwest 27th Avenue, Ocala, Florida 34474. The name of the initial registered agent of this corporation is **WILLIAM G. MURPHY**.

ARTICLE VI

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 regardless of the date of issue.

ARTICLE VII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors and Incorporators. The name and mailing address of each member of this corporation's first Board of Directors are as follows:

William G. Murphy	5455 Southeast 43 rd Court Ocala, Florida 34480
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Barbara A. Murphy	5455 Southeast 43 rd Court Ocala, Florida 34480
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Initial Incorporators:

William G. Murphy	5455 Southeast 43 rd Court Ocala, Florida 34480
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Barbara A. Murphy	5455 Southeast 43 rd Court Ocala, Florida 34480
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ARTICLE IX

Lost or Destroyed Certificates Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE X

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the, fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

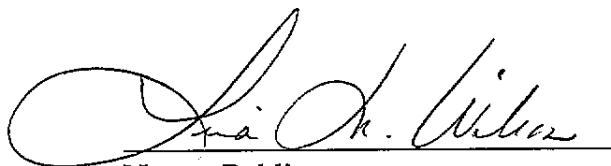
IN WITNESS WHEREOF, the undersigned does set her hand and seal and have acknowledged and filed the foregoing Articles of incorporation under the laws of the State of Florida this 21 day of August, 2000.


WILLIAM G. MURPHY


BARBARA A. MURPHY

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 21 day of August, 2000, by **WILLIAM G. MURPHY** and **BARBARA A. MURPHY**, who are personally known to me.



Notary Public

Name of Notary Public:

Commission Number:

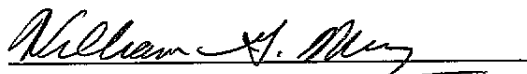


Lisa M. Wilson
MY COMMISSION # CC582289 EXPIRES
October 18, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **OCALA FAMILY FUN FACTORY, INC.**, I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Executed this 21 day of August, 2000.


WILLIAM G. MURPHY
Registered Agent