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November 3, 2000

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	NEW FILINGS	AMEN	DMENTS	***	**78.75 **	***78.75
Х	Profit	Amend	ment			
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	Limited Liability	Change	of Registered Agent			
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OTHER FILINGS
Annual Reports
Fictitious Name
Name Reservation
Reinstatement

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	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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ARTICLES OF INCORPORATION

OF

BRIANZ BOUNCEHOUSE & SKATING CENTER, INC.

The undersigned incorporator, for the purpose of forming a corporation undersigned incorporation. Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is BRIANZ BOUNCEHOUSE & SKATING CENTER, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 4112 NW 18 Avenue, Miami, Florida 33142.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Fifteen Thousand (15,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 4112 NW 18 Avenue, Miami, Florida 33142 and the registered agent at that office is BRIAN K. SMITH.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors shall be comprised of:

BRIAN K. SMITH 4112 NW 18 Avenue Miami, Florida 33142

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

BRIAN K. SMITH 4112 NW 18 Avenue Miami, Florida 33142

IN WITNESS WHEREOF, I, BRIAN K. SMITH, the undersigned incorporator, has signed these Articles of Incorporation on this 28th day of October, 2000, and acknowledged the same to be my act.

BRIAN K. SMITH

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 284 day of October, 2000 by BRIAN K. SMITH, who personally appeared before me at the time of notarization, and who has produced a Florida driver's license identification.

NOTARY PUBLIC:

SIGN: Stanley B. Kawi

PRINT: STANLEY B. LEWIS

STATE OF FLORIDA AT LARGE

Stanley B Lewis

My Commission CC779242

Expires September 29, 2002

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First—That BRIANZ BOUNCEHOUSE & SKATING CENTER, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named BRIAN K. SMITH at 4112 NW 18th Avenue in the City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BRIAN K. SMITH

DATE: 18/28/00