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ACCOUNT NO. : 072100000032

REFERENCE : 917613 7232761

AUTHORIZATION : *Patricia Pysit*

COST LIMIT : \$ 70.00

ORDER DATE : December 4, 2000

ORDER TIME : 1:49 PM

ORDER NO. : 917613-001

CUSTOMER NO: 7232761

CUSTOMER: Mr. Mikhaylo Averbukh
Mr. Mikhaylo Averbukh

P.O. Box 692206

Orlando, FL 32819

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -4 PM 4: 21

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DOMESTIC FILING

NAME: MORNING STAR AMUSEMENTS, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED
00 DEC -4 PM 3: 16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC -4 PM 4:21

ARTICLES OF INCORPORATION
OF

MORNING STAR AMUSEMENTS, INC

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MORNING STAR AMUSEMENTS, INC

The address of the principal office of this corporation shall be P.O. Box 692206, Orlando, Florida 32819, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Scott Allen

P.O. Box 692206
Orlando, Florida 32819

Mikhaylo Averbukh

P.O. Box 692206
Orlando, Florida 32819

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DIVISION OF CORPORATIONS

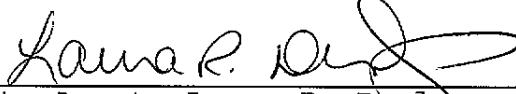
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808


The undersigned incorporator has executed these
Articles of Incorporation on December 4, 2000.



Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a business
office identical with the registered office of the corporation
named above, and having been designated as the Registered Agent
in the above and foregoing Articles, is familiar with and accepts
the obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

By: 

Its Agent, Laura R. Dunlap

Authorized Service Representative
Corporation Service Company