

FROM: CARLTON, FIELDS, STH, F

FAX NO.: 8132294260

07-02-01 04:11P. P.01

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**Florida Department of State**

**Division of Corporations**

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Fun, Inc.**

**45410/05507**

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FROM: CARLTON FIELDS 5TH F

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**ARTICLES OF INCORPORATION  
OF  
FUN, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is Fun, Inc. (the "Corporation").

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The Corporation's initial principal office is 370 Mercury Road, Unit No. 3, Juno Beach, Florida 33408, and the Corporation's mailing address is the same.

**ARTICLE III**

**Shares**

The Corporation shall have authority to issue 100 common shares with a par value of \$1.00 per share.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of the Corporation's initial registered office is One Harbour Place, 5<sup>th</sup> Floor, 777 S. Harbour Island Boulevard, Tampa, Florida 33602, and the name of the Corporation's initial registered agent at that address is Michael J. Nolan.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator are:

**Name**

**Address**

Michael J. Nolan

One Harbour Place, 5<sup>th</sup> Floor  
777 S. Harbour Island Blvd.  
Tampa, FL 33602

Prepared by:  
Michael J. Nolan  
Florida Bar No.  
Carlton Fields, P.A.  
P. O. Box 3239  
Tampa, FL 33602

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**ARTICLE VI**  
**Initial Director**

The Corporation initially shall have one (1) director, whose name and address is as follows:

Name

Address

David Rubenstein

370 Mercury Road, Unit No. 3  
Juno Beach, Florida 33408

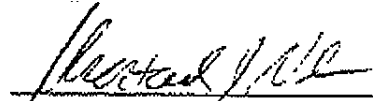
**ARTICLE VII**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

The Corporation shall indemnify to the fullest extent permitted by law, whether currently existing or arising in the future, any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director or officer of any other enterprises at the request of the Corporation.

Any repeal or modification of the foregoing paragraphs of this Article VII by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Dated this 2<sup>nd</sup> day of July, 2001.

  
\_\_\_\_\_  
Michael J. Nolan, Incorporator

FROM: CARLTON FIELDS STH F

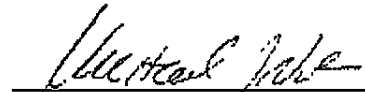
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### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this July 2, 2001.

  
Michael J. Nolan, Registered Agent

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