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ARTICLES OF INCORPORATION

OF

XTREME ENTERTAINMENT OF CITRUS COUNTY, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607, the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is XTREME ENTERTAINMENT OF CITRUS COUNTY, INC. and the corporate existence shall commence as of the date of the filing of these Articles of Incorporation.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized is to engage in the youth entertainment and activities business; and to purchase, lease, or otherwise acquire such grounds or buildings as this corporation may need in carrying on its business; and to transact any other lawful business or business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE FOUR

The aggregate number of shares of stock which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. The consideration to be paid for each such share shall be fixed by the corporation.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 8 N. Lochhaven Dr., Inverness, FL 34450, and the name of its initial registered agent is TANYA GOODWIN, of 8 N. Lochhaven Dr., Inverness, FL 34450.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is two (2). The name and address of the person who is to serve as member of the initial Board of Directors is as follows:

NAME

ADDRESS

TANYA GOODWIN

8 N. Lochhaven Dr. Inverness, FL 34450

KACCI D. TUGGEY

P.O. Box 512 Floral City, FL 34436

ARTICLE SEVEN

The names and addresses of the incorporators are:

NAME

ADDRESS

TANYA GOODWIN

8 N. Lochhaven Dr. Inverness, FL 34450

KACCI D. TUGGEY

P.O. Box 512 Floral City, FL 34436

ARTICLE EIGHT

These Articles of Incorporation were executed at Inverness, Florida, on this 28th day of September, 2001.

TANYA GOODWIN, Incorporator

KACCI D. TUGGEY, Incorporator

STATE OF FLORIDA

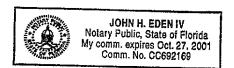
COUNTY OF CITRUS

GOODWIN, who is personally known to me or has provided FL Daves License as identification, and KACCI D. TUGGEY, who is personally known to me or has provided FL Daves License as identification, and they acknowledged before me that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

witness my hand and official seal in the County and State last aforesaid, this 28 day of September, 2001.

MY COMMISSION EXPIRES:

NOTARY PUBLIC



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First -- that XTREME ENTERTAINMENT OF CITRUS COUNTY, INC. desires to organize or qualify under the laws of the State of Florida, with its principal place of business at 8 N. Lochhaven Dr., Inverness, FL 34450, State of Florida, has named TANYA GOODWIN, as its agent to accept service of process within Florida.

Dated this 28 day of September, 2001.

TANYA GOODWIN, Incorporator

KACCI D. TUGGEY, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 28 day of September, 2001.

LANYA GOODWIN