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Division of Corporations

FAX NO.

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP
Account Number : 071075000166
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Fax Number : (904) 798-3207

FLORIDA PROFIT CORPORATION OR P.A.

Pogo Amusements, Inc.

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
POGO AMUSEMENTS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name and Duration

The name of the Corporation shall be POGO AMUSEMENTS, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 3854 NW 43 Terrace, in the City of Coconut Creek, Florida 33073.

ARTICLE III

Registered Office and Agent

The address of the initial registered office in the State of Florida is c/o McGuireWoods LLP, 50 North Laura Street, Suite 3300, in the City of Jacksonville, County of Duval 32202. The name of the initial registered agent at such address is RAX CO.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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ARTICLE VCapital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VIIncorporator

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

NameAddress

RAX CO.

50 N. Laura Street, Suite 3300
Jacksonville, Florida 32202ARTICLE VIIBoard of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as director of the Corporation until the first annual meeting of the shareholders is as follows:

NameAddress

Craig Steinberg

3854 NW 43 Terrace
Coconut Creek, FL 33073

Michael E. Podanowski

3854 NW 43 Terrace
Coconut Creek, FL 33073

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ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of May, 2002.

RAX CO., Incorporator

By: Jenny C. Lee
Jenny C. Lee, Vice President

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
POGO AMUSEMENTS, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, RAX CO., a Florida corporation., located at 50 North Laura Street, Suite 3300, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon POGO AMUSEMENTS, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 16th day of May, 2002.

RAX CO., Registered Agent

By Jenny G. Lee
Jenny G. Lee, Vice President

WCRN15468.1