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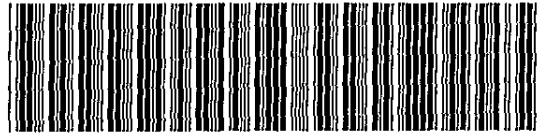
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DIVISION OF CORPORATIONS

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WILLIAM E. GUY, JR., ESQ.*
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BARBARA A. COOK, ESQ.***
KIM BOYLE, PARALEGAL

* ALSO ADMITTED IN 9TH & 11TH U.S. C.C.A. & U.S. SUPREME COURT
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
*** ALSO ADMITTED IN U.S. VIRGIN ISLANDS

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January 17, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

re: O'Rourke Family Fun Company

To Whom It May Concern:

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$78.75 representing your filing fee and certified copy for the above referenced corporation. Please send the confirmation back to the address above. I have enclosed a self-addressed, stamped envelope for the return.

Sincerely,



Kim M. Boyle, Paralegal for:

GUY & YUDIN, LLP

/kmb

Enclosures

SECTION 607, FLORIDA STATUTES
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
O'ROURKE FAMILY FUN COMPANY

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the Corporation is : O'ROURKE FAMILY FUN COMPANY

ARTICLE II - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 3023 SE Quansett Circle, Stuart, FL 34997

ARTICLE IV - DURATION

The duration of the Corporation is perpetual.

ARTICLE V - PURPOSE

The general purposes for which the Corporation is organized are the following:

- (a). to engage in and transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- (b). to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is 1000, all of which shall be common shares with no par value. The Corporation shall be permitted to issue fractional shares.

ARTICLE VII - CONSIDERATION FOR SHARES

Consideration for all common shares of stock in the Corporation may be determined by the Board of Directors, from time to time and in accordance with the law.

ARTICLE VIII - PREEMPTIVE RIGHTS

In its discretion and from time to time, the Board of Directors may determine that any or all shareholders have preemptive rights in shares to be issued by the Board, at a price to be determined by the Board. Should the Board offer preemptive rights to any Shareholder, and in any portion of the shares of the Corporation, whenever authorized, or any obligation convertible in to shares of the corporation, the offer shall not constitute a waiver or release of the right of the Board to subsequently dispose of other portions of the shares or obligations without offering them to the Shareholders.

ARTICLE IX - TRANSFER RESTRICTIONS

Before there can be a valid transfer of any of the commons shares of the Corporation by any holder thereof, such holder shall first offer said shares to the Corporation and then to the other holders of common shares in the following manner:

- (a). such offering Shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the Corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within ten (10) days thereafter, the Corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice, provided, however that the Corporation shall not at any time be permitted to purchase all of its outstanding shares. Should the Corporation fail to purchase the shares at the expiration of the ten (10) day period, or prior thereto decline to purchase the shares, the Secretary of the Corporation shall, within five (5) days thereafter, mail or deliver to each of the other common Shareholders of record a copy of the notice given by the Shareholder to the Secretary. Such notice may be delivered to the Shareholders personally, delivered by facsimile transmission, or may be mailed to them at their last known address as such address may appear on the books of the Corporation. Within thirty (30) days after mailing or delivering of the copies of the notice to the Shareholders, any such Shareholder or Shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the Corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.
- (b). If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering Shareholder shall be entitled to purchase such proportion of such shares as the number of shares held by all Shareholders desiring to purchase the shares.

- (c). If all the shares to be sold or transferred are not disposed of under such appointment, each Shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which he holds bears to the total number of shares held by all of the Shareholders desiring to purchase shares in excess of those to which they are entitled under such appointment.
- (d). If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the Shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the Corporation.

ARTICLE X - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's registered office is 55 East Ocean Boulevard, Stuart, Florida 34994. The initial registered agent for the Corporation at that address is John S. Yudin.

ARTICLE XI - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one member. The name and address of the person who will serve as the initial director is:

Susan O'Rourke
3023 SE Quansett Circle
Stuart, FL 34997

ARTICLE XII - INCORPORATOR

The names and street addresses of the Incorporator is:

Susan O'Rourke
3023 SE Quansett Circle
Stuart, FL 34997

ARTICLE XIII - RIGHTS OF INITIAL DIRECTORS

The Initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the Initial Directors named in these Articles of Incorporation to the office of Director as long as those Directors are Shareholders of the Corporation. This Article may not be amended in any way without the written consent of the Initial Directors named in these Articles of Incorporation.

ARTICLE XIV - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws of the Corporation shall be vested in the Shareholders of the Corporation, who may adopt, alter, amend or repeal the Bylaws of the Corporation by majority vote of the holders of the outstanding shares.

ARTICLE XV - AMENDMENT

Except as otherwise provided herein, the Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any rights conferred upon the Shareholders is subject to this reservation.

ARTICLE XVI - "S" CORPORATION ELECTION

The Corporation hereby reserves the right to "S" Corporation Election.

ARTICLE XVII - SECTION 1244 ELECTION

The Corporation hereby reserves the right to Section 1244 election.

ARTICLE XVIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 17 day of January, 2003.


SUSAN O'ROURKE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for O'Rourke Family Fun Company at the place designated in the articles of incorporation, the undersigned is familiar with and accepts obligations of that position pursuant to F.S.607.0501(3).


John S. Yudin, Esq.

Date: 1/07/03

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RECEIVED
DIVISION OF CORPORATE REGISTRATION