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03 JUL 14 PM 9:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: Backyard Carnivals, Inc.

ENCLOSED IS AN ORIGINAL, ONE COPY OF THE ARTICLES OF INCORPORATION AND A
CHECK FOR \$70.00.

FROM: Chad Shultz
15170 Reef Drive, Jacksonville, Florida 32226
(904) 226-3986

ARTICLES OF INCORPORATION
OF
BACKYARD CARNIVALS, INC.

FILED
03 JUL 14 PM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under Florida statutes, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this Corporation is Backyard Carnivals, Inc. with its principal place of business at 14535 Beach Blvd., Jacksonville, Florida 32250.

ARTICLE II

DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on July 7, 2003.

ARTICLE III

NATURE OF BUSINESS

The purpose for which this Corporation is organized is to render rental of carnival related equipment.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00.

ARTICLE V

OFFICERS

The officers of the Corporation shall be:
Chief Executive Officer: Steven R. Perkins

Whose address shall be the same as the principal office of the Corporation.

ARTICLE VI

DIRECTORS

The name and street address of the Board of Directors of this Corporation are:

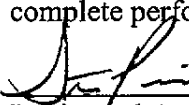
Title	Name	Address
President	Steven R. Perkins	14535 Beach Blvd., Jacksonville, Florida 32250

ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 14535 Beach Blvd., Jacksonville, Florida 32250 and the name of the registered agent of this Corporation at that address is Steven R. Perkins.

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



Registered Agent

ARTICLE VIII

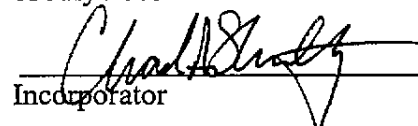
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

INCORPORATOR

The street address of the incorporator of this Corporation is 15170 Reef Drive, Jacksonville, Florida 32226 and the name of the incorporator of this Corporation is Chad A. Shultz. The undersigned incorporator to these Articles of Incorporation of this 7th day of July 2003.



Incorporator