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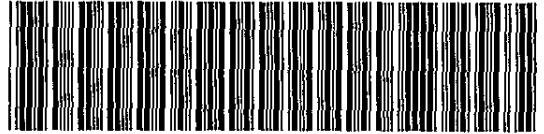
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-20

BRETT HENDEE, P.A.
ATTORNEY AT LAW
1700 South MacDill Avenue, Suite 200
Tampa, Florida 33629-5218
(813) 258-1177 • (813) 259-1106 Fax
bhendee@bretthendee.com

November 13, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Dear Sir or Madam:

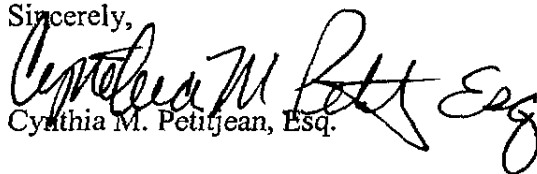
Enclosed please find the original and one copy of the Articles of Incorporation of Fun Holdings, Inc. and a check in the amount of \$70.00.

PLEASE NOTE the following: A limited liability company, Fun Holdings, LLC, is currently organized and existing in Florida. The same person who owns the limited liability company will own the above-referenced corporation and consents to the use of the name by both the corporation and the limited liability company. Therefore, in accordance with your own oral regulations, please file the Articles for the above-referenced corporation in spite of Section 607.0401, F.S.

Please direct any correspondence or questions to me, Cynthia M. Petitjean, Esq. located at 1700 S. MacDill Ave., STE 200, Tampa FL 33629, telephone 813-258-1177.

Thanks you for your attention in this matter.

Sincerely,


Cynthia M. Petitjean, Esq.

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES
OF INCORPORATION
OF
FUN HOLDINGS, 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

The name of the Corporation shall be Fun Holdings, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1700 South MacDill Avenue, STE 340, Tampa, FL 33629.

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) and such shares shall be common, with no par value.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation, and the name of the initial registered agent of this Corporation is Brett Hendee located at 1700 South MacDill Avenue, STE 200, Tampa, FL 33629.

ARTICLE V
INCORPORATOR

The name and address of the incorporator signing these Articles are:

<u>Name</u>	<u>Address</u>
Brett Hendee, Esquire	1700 S. MacDill Avenue, STE 200, Tampa, Florida 33629

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 13th day of November, 2003.

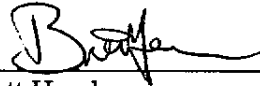
Brett Hendee
Brett Hendee, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091 FUN HOLDINGS, INC., desiring to organize under the laws of the State of Florida, hereby designates Brett Hendee, Esquire, located at 1700 South MacDill Ave., STE 200, Tampa, Florida 33629, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

Having been named as registered agent, the undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



Brett Hendee
Brett Hendee, P.A.
1700 South MacDill Avenue
Suite 200
Tampa, Florida 33629

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TALLAHASSEE, FLORIDA