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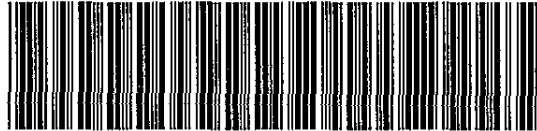
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SECRETARY OF STATE
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DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 466204 9585A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : March 1, 2004

ORDER TIME : 11:46 AM

ORDER NO. : 466204-010

CUSTOMER NO: 9585A

CUSTOMER: Bruce G. Duncan, Esq
Potter Clement Lowry & Duncan

308 East Fifth Avenue

Mount Dora, FL 32757

DOMESTIC FILING

NAME: GATORWORLD OF FLORIDA CO.,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 3, 2004

CSC

SUBJECT: GATORWORLD OF FLORIDA CO., INC.
Ref. Number: W04000008726

Resubmit

We have received your document for GATORWORLD OF FLORIDA CO., INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 604A00014304

ARTICLES OF INCORPORATION

OF

GATORWORLD PARKS OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is Gatorworld Parks of Florida, Inc. and the physical address is 3702 Rogers Industrial Park, Okaumpka, Florida 34762.

ARTICLE II - TERM OF EXISTENCE

The existence of this Corporation shall exist perpetually.

ARTICLE III - NATURE OF BUSINESS

This Corporation may engage or transact in any or all activities or businesses permitted in the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation shall have the authority to issue ONE THOUSAND (1,000) shares, all of one class, having a ONE DOLLAR (\$1.00) par value.

ARTICLE V - DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have the preemptive right to purchase any new stock of this Corporation.

ARTICLE VI - DENIAL OF ACCUMULATIVE VOTING

No shareholder shall have the right to accumulate his or her votes at any election for the Board of Directors nor any other matter of this Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal Office of this Corporation is 3702 Rogers Industrial Park, Okaumpka, Florida 34762. The street address of the Registered Agent and Resident Agent of this Corporation is at 308 East Fifth Avenue, Mount Dora, Florida 32757, and the name of the Registered Agent and Resident Agent at that address is Bruce G. Duncan.

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have between one (1) and three (3) Directors. The initial Board of Directors shall have one (1) Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Director of this Corporation is as follows:

Don M. Buckner
3702 Rogers Industrial Park
Okaumpka, Florida 34762

ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles are as follows:

Don M. Buckner
3702 Rogers Industrial Park
Okaumpka, Florida 34762

ARTICLE X - LIMITATIONS ON AMENDMENT

These Articles of Incorporation may be amended only by the vote or written consent of the holder of seventy-five percent (75%) of the outstanding shares entitled to vote.

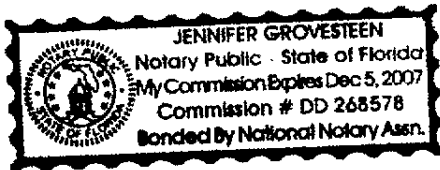
IN WITNESS WHEREOF, the undersigned set their hand and have acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 25th day of February, 2004.


DON M. BUCKNER

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 25th day of February, 2004, by
DON M. BUCKNER

- () who is personally known to me & did not take an oath.
- (x) who has produced Florida's Drivers License as identification and did take an oath stating he
was indeed the person as set forth herein.



Jennifer Grovesteen
NOTARY PUBLIC:
STATE OF FLORIDA
My commission expires:

ACCEPTANCE OF REGISTERED AND RESIDENT AGENT

I, Bruce G. Duncan, hereby accept the position of Registered and Resident Agent Gatorworld
Parks of Florida, Inc.

Bruce G. Duncan
Bruce G. Duncan

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TALLAHASSEE, FLORIDA