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TRANSMITTAL LETTER

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

SUBJECT: Xtreme Adventures Theme Park, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$78.75
Filing Fee
& Certificate of Status

No additional copy required.

FROM:

Donald Ray Holton, Jr. 2176 E, H. Pounds Dr. Ocoee, FL 34761

OLHARIA DH I OF

ARTICLES OF INCORPORATION OF XTREME ADVENTURES THEME PARK, INC.

ARTICLE I - NAME

The name of this corporation is XTREME ADVENTURES THEME PARK, INC.

ARTICLE II -- PRINCIPAL OFFICE

2176 E. H. Pounds Dr. Ocoee, FL 34761

SECRETARY OF STATE TALLAPTING SEFFERINA

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV -- SHARES

This corporation is authorized to issue 200,000,000 shares of \$1.00 par value common stock.

ARTICLE V -- INITIAL OFFICERS AND/OR DIRECTORS

A. This corporation shall have three (3) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporations as follows:

Name	<u>Address</u>	Office
Donald Ray Holton Jr.	2176 E. H. Pounds Dr. Ocoee, FL 34761	CEO/Chairman
Joseph Nicholas Murdoch Jr.	159 Ventana Street Poinciana, FL 34759	President/COO
James Norman Foster	2116 Elmcrest Place Oviedo, FL 32765	Vice President/ Business Development

ARTICLE VI -- REGISTERED AGENT

The street address of the initial registered agent of this corporation shall be:

Donald Ray Holton, Jr. 2176 E. H. Pounds Dr. Ocoee, FL 34761

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

Donald Ray Holton, Jr. 2176 E. H. Pounds Dr. Ocoee, FL 34761

ARTICLE VIII -- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX -- AMENDMENT

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

IN WITNESS WHEREON, the undersigned subscriber has executed these Articles of Incorporation this ______ day of March, 2004.

DONALD RAY HOLTON, JR

STATE OF FLORIDA)

Samuel

COUNTY OF ORANGE)

BEFORE ME the undersigned authority, personally appeared DONALD RAY HOLTON, JR., known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposed set forth therein. The subscriber is personally known to me or was identified by me as follows:

He (did) (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this <u>16</u> day of March, 2004.

Notary Public

My Commission Expires: 3-9-2044

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: XTREME ADVENTURES THEME PARK, INC.
- 2. The name and address of the registered agent and office is:

Donald Ray Holton, Jr. 2176 E. H. Pounds Dr. Ocoee, FL 34761

Date: March /6, 2004

Donald Ray Holton, Jr., Subscriber

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: March _/6_, 2004

onald Ray Holton, Jr.

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