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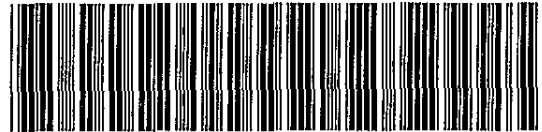
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SECURITY
TALLAHASSEE, FLORIDA

04 APR -8 PM 3:03

FILED

4/4/04

John C. Williams, Jr.

Attorney at Law

601 SOUTH NINTH STREET

LEESBURG, FLORIDA 34748

REAL PROPERTY LAW
CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING

PHONE (352) 787-4747
FAX (352) 787-5020

April 7, 2004

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


Re: Funtime Enterprises, Inc.

Dear Sir:

Enclosed please find the **original** and a copy of the Articles of Incorporation for Funtime Enterprises, Inc., along with check #3943 in the amount of \$78.75.

Please file the above at your earliest convenience and return a certified copy of the Articles of Incorporation to me.

Sincerely,


John C. Williams, Jr. *KP*

ARTICLES OF INCORPORATION

OF

FUNTIME ENTERPRISES, INC.

FILED

04 APR -8 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator of this corporation hereby incorporates and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is FUNTIME ENTERPRISES, INC.

ARTICLE II - PRINCIPAL OFFICE

The address and mailing address of the Principal Office of the corporation are as follows:

ADDRESS

1544 E. Main Street
Leesburg, Florida 34748

MAILING ADDRESS

1544 E. Main Street
Leesburg, Florida 34748

ARTICLE III - GENERAL PURPOSES

The general purpose of this corporation is to engage in any activity of business permitted under the laws of the United States or this State.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having the par value of \$1.00.

ARTICLE V - INITIAL CAPITAL

The minimum amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the corporation's initial Registered Office and the name of its initial Registered Agent at such address is as follows:

JOHN C. WILLIAMS, JR.
601 South Ninth Street
Leesburg, Florida 34748

ARTICLE VIII - DIRECTORS

The corporation shall have one director initially, whose name and street address are as follows:

F. SHARON LOONEY
16123 KEALAN LANE
MONTVERDE, FLORIDA 34756

ARTICLE IX - INCORPORATORS

The name and address of each incorporator hereof is as follows:

JOHN C. WILLIAMS, JR.
601 South Ninth Street
Leesburg, Florida 34748

ARTICLE X- CONTRACTS WITH INTERESTED DIRECTORS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of such other corporation, and any director individually or jointly, may be a party to or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any director of this corporation is a party to, or is interested in such contract, act, or transaction, or in any way connected with such person, firm or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XI - INDEMNIFICATION OF DIRECTORS

The corporation shall indemnify any and all persons who have served at any time as directors or officers or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or to which it was or may be creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced) actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit, or a


proceeding, in which they or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, Bylaw, agreement, vote of stockholder, or otherwise.

ARTICLE XII - DIRECTORS MEETINGS

Members of the Board of Directors, or an Executive Committee, shall be deemed at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other, is used.

IN WITNESS WHEREOF, JOHN C. WILLIAMS, JR., the Incorporator and Registered Agent, has executed these Articles of Incorporation this 7th day of April, 2004.

I am familiar with and accept the obligation of the office of Registered Agent.

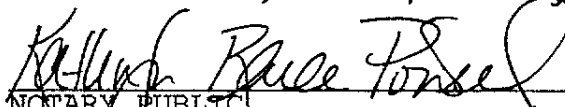

JOHN C. WILLIAMS, JR., Incorporator
and Registered Agent

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing Articles of Incorporation were acknowledged before me this 7th day of April, 2004, by JOHN C. WILLIAMS, JR., as the Incorporator and Registered Agent, *who is personally known to me.*



Kathryn Renee Powell
MY COMMISSION # DD123328 EXPIRES
June 9, 2006
BONDED THRU TROY FAIN INSURANCE, INC


NOTARY PUBLIC
My Commission Expires: June 9, 2006