

P04000062874

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DIVISION OF CORPORATIONS

BASIC AMENDMENT
GRAND ENTERTAINMENT INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 8, 2004

GRAND ENTERTAINMENT INC.
6235 ARLINGTON EXPRESSWAY
JACKSONVILLE, FL 32211

SUBJECT: GRAND ENTERTAINMENT INC.
REF: P04000062874

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No. 1162 P. 2

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GRAND ENTERTAINMENT INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of Grand Entertainment, Inc. hereby are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is Grand Entertainment Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

6235 Arlington Expressway
Jacksonville, Florida 32211

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective on the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 1,500 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 6235 Arlington Expressway, Jacksonville, Florida 32211 as the street address of the Corporation's registered office, and (ii) names Tiffany Williams as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by Tammy D. Butler
Florida Bar No. 0179914
Driver & McAfee, P.L.
225 Water Street, Suite 2020
Jacksonville, Florida 32202
904-301-1269

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ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1). The names and addresses of the directors are:

Craig Gardner 9214 Dale View Lane W.
Jacksonville, Florida 32225

Tiffany Williams 9214 Dale View Lane W.
Jacksonville, Florida 32225

ARTICLE VIII - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by unanimous written consent of the Corporation's directors pursuant to Section 607.0821, Florida Statutes, and by unanimous written consent of the Corporation's shareholders pursuant to Section 607.0704, Florida Statutes on June 22, 2004.

The undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of June, 2004.

GRAND ENTERTAINMENT INC.

By: 
Craig Gardner, President

Jul. 8. 2004 5:01PM

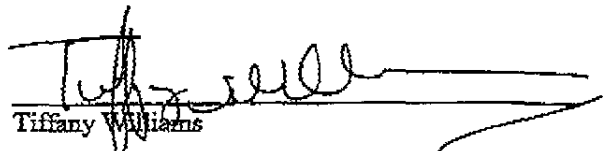
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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that she is familiar with, and accepts the obligations of such position.

Dated: June 30, 2004


Tiffany Williams