

PD 60000/7674

T. Bay Attr.
801 W. Bay Dr. Ste 423
Largo, FL, 33770

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 FEB -3 PM 3:56

EFFECTIVE DATE

1/27/06

MRS
2/7

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621 F.S. (Profit)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I. NAME

The name of this corporation is:

TAMPA BAY ATTRACTIONS INC.

EFFECTIVE DATE
1/27/06

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence (the effective date) is 5 business days prior to the date of receipt of these articles.

ARTICLE III. DURATION

This corporation shall exist perpetually, commencing on the date referred to in Article II above.

ARTICLE IV. PURPOSE

This corporation is organized for the following purposes:

- A. For the transaction of any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue one hundred (100) common shares of \$1.00 (dollars) par value capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any new capital stock of the same kind, class or series, as that which he or she already holds, shall have the preemptive right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. PRINCIPAL OFFICE & REGISTERED OFFICE

The address of the corporation's principal office is: 801 W. Bay Dr. Suite 423 Largo, Fl. 33770 and the address of the registered office is: 801 W. Bay Dr. Suite 423 Largo, Fl. 33770

ARTICLE VIII. INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is: 801 W. Bay Dr. Suite 423 Largo, Fl. 33770. The name of the initial registered agent for this corporation at that address is: HECTOR LANDOLFO

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under that authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE X. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

HECTOR LANDOLFO
801 W. Bay Dr. Suite 423 Largo, Fl. 33770

ARTICLE XI. INITIAL OFFICERS AND/OR DIRECTORS

The initial corporate officers are as follows:

PRESIDENT: HECTOR LANDOLFO
TREASURER: HECTOR LANDOLFO
SECRETARY: HECTOR LANDOLFO

ARTICLE XII. INDEMNIFICATION

This corporation shall indemnify any officer or any former officer, to the full extent as provided for by law.

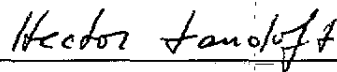
ARTICLE XIII. AMENDMENT

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

ARTICLE XIV. MAILING ADDRESS

The mailing address of this corporation is: 801 W. Bay Dr. Suite 423 Largo, Fl. 33770.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 31st day of January 2006.



HECTOR LANDOLFO
INCORPORATOR

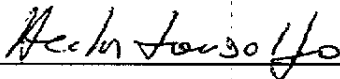
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named the Registered Agent for:

TAMPA BAY ATTRACTIONS INC.

The _____ day of _____, 2005 by HECTOR LANDOLFO,
President and Shareholder of the corporation, I hereby state that I am familiar with
and accept the duties and responsibilities as registered agent for said corporation and
that I agree to act in such capacity and agree to comply with the provisions of Florida
Law relative to keeping this office open.



HECTOR LANDOLFO