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CADITAL COMMICCIONI INC	of
CAPITAL CONNECTION, INC.	
417 E. Virginia St., Sulte 1, Tallahassee, Fl. 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, Fl. 32302	RE: Sunshine Funtine,
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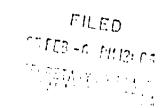
Please re nit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

OF

SUNSHINE FUNTIME, INC.



ARTICLE I

The name of this corporation shall be SUNSHINE FUNTIME, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of conducting an amusement business and other legal business.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of One Cent par value common stock which shall be designated common shares.

ART CLE V

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

ARTICLE VI

The street address of the initial registered office of this corporation is 832 S. Dixio Nwy., Stuart, Florida 34994, and the name of the initial registered agent of this corporation at that address is ROBERT ERATO.

ARTICLE VII

This corporation shall have one director initially. The name and address of the director is as follows:

ROBERT ERATO 3148 SW Sunset Trace Circle Palm City, Florida 34990

ARTICLE VIII

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

ROBERT ERATO 3148 SW Sunset Trace Circle Palm City, Florida 34990

ARTICLE_IX

The Mailing address of this corporation is 832 S. Dixie Hwy., Stuart, Florida 34994.

ARTICLE X

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any

amendment to them, and any right to them and any right conformed upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true on this $\underline{\mathcal{G}}_{\text{M}}$ cay of February, 1995.

I hereby accept the position as registered agent.

ROBERT ERATO

STATE OF FLORIDA) COUNTY OF MARTIN)

BEFORE ME, personally appeared ROBERT ERATO to me personally known to be the person described as Incorporator and Registered Agent in the foregoing Amended Articles of Incorporation, who acknowledged to and before me that he executed said Amended Articles of Incorporation, and who has produced Articles of Incorporation, and who has produced in take an oath.

WITNESS my hand and seal this May of February, 1995.

Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL DAWN SHARPE HOUVENAEGHEL NOTARY PUBLIC STATE OF FLORIDA

COMMISSION NO. CC354841 MY COMMISSION EXP. MAR. 13,1998