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April 6, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RECEIVED
DIVISION OF CORPORATIONS
APR 11 AM 9:03

RE: FUNLAND AMUSEMENT CO., (U.S.A.)
Our File No.: 95-24

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for FUNLAND AMUSEMENT CO. (U.S.A.), along with a check in the amount of \$122.50 for the following:

Filing fee	\$35.00
Certified copy	52.50
Registered Agent Designation	35.00

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-04/12/95--01004--004
***122.50 ***122.50

Very truly yours,

Dana H. Hankins

Dana H. Hankins

5106
DICTATED BY MRS. HANKINS BUT SIGNED
IN HER ABSENCE TO AVOID DELAY.

cc: Harold Hirst
Enclosures
C:\wp\hirst\sc-state.1tr

ARTICLES OF INCORPORATION
OF
FUNLAND AMUSEMENT CO. (U.S.A.)

FILED
CLERK OF STATE
APR 11 AM 9:03

ARTICLE I - NAME

The name of this corporation is FUNLAND AMUSEMENT CO.
(U.S.A.).

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing
on the date of this filing of these Articles with the Department
of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of operating
amusement parks and selling and operating amusement equipment and
transacting any or all lawful business for which a corporation
may be incorporated under Chapter 807, Florida Statutes, as now
exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One
Dollar (\$1.00) par value common stock which shall be designated
as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock
of this corporation, shall have the right to purchase his or her
pro-rata share thereof (as nearly as may be done without issuance

of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this corporation is 2912 N. Forsyth Road, Winter Park, Florida 32792 and the name of the initial registered agent of this corporation at that address is HAROLD HIRST.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director nor more than nine. The name and address of the members of the initial Board of Directors of the corporation follow:

PHILIP DEXTER HIRST
3807 Edland Drive, Orlando, Florida 32812

NICOLA HIRST
3807 Edland Drive, Orlando, Florida 32812

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these articles of incorporation follows:

PHILIP DEXTER HIRST
3807 Edland Drive, Orlando, Florida 32812

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

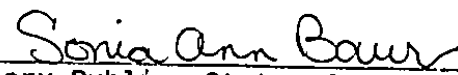
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on the 31st day of March, 1995.


Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation was acknowledged before me this 31st day of March, 1995, by PHILIP DEXTER HIRST, who is personally known to me (yes or no) or who has produced a Passport No. 701143528 as identification.


Notary Public, State of Florida
My Commission Expires:



SONIA ANN BAUR
My Commission CC267238
Expires Mar 16, 1997
Huckleberry Associates Inc
800-422-1555

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED


In pursuance of Sections 607.051 and 48.091, Florida Statutes, the following is submitted in compliance with said Acts:

That FUNLAND AMUSEMENT CO. (U.S.A.), desiring to organize under the laws of the State of Florida, with its principal place of business at 2912 N. Forsyth Road, Winter Park, Florida 32792, as indicated in the Articles of Incorporation, has named

HAROLD HIRST, at 2912 N. Forsyth Road, Winter Park, Florida 32792, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for FUNLAND AMUSEMENT CO. (U.S.A.), 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.



HAROLD HIRST
Resident Agent

91 APR 11 AM 9:03
HONORARY CLERK
STATE OF FLORIDA