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May 10, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

EFFECTIVE DATE

3000001486189
-05/12/95--01082--020
****122.50 ****122.50

RE: FUN CITY, INC.

5-10-95

Dear Sirs:

Enclosed herewith please find the Articles of Incorporation on the above captioned corporation, Fun City, Inc., for filing with your office along with a duplicate copy for certification and our check in the amount of \$122.50 to cover the following:

Filing Fees.....	\$ 35.00
Certified copy of Articles.....	52.50
Registered Agent Designation.....	<u>35.00</u>
	\$122.50

We would appreciate it if you would return a certified copy of the Articles to this office. Thank you for your assistance in this matter. If you have any further questions, please do not hesitate to contact me.

Yours very truly,


L. ALEXANDER VANCE

LAV/cam
Enclosures

FILED
95 MAY 12 AM 8:35
TALLAHASSEE, FLORIDA

D. BROWN MAY 15 1995

EFFECTIVE DATE
5-10-95

**ARTICLES OF INCORPORATION
OF
FUN CITY, INC.**

FILED
95 MAY 12 AM 8:36
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation hereby execute the same for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be: **FUN CITY, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation shall be and is as follows:

To conduct, carry on, operate and engage in the business of sales and service.

To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned or held by this corporation.

To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness, to own, buy, mortgage, sell or otherwise dispose of and to deal in and with property of all kinds as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporation as may be owned by it, the same as a natural person might do and to enter into such agreements, contracts and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended, and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

To become a member of and enter into any partnership or joint venture agreement for sharing profits with any person, firm or corporation.

To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in a company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

To engage in or carry on any business activity or commercial enterprise that is lawful under the laws of the State of Florida, and the laws of the United States of America.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article shall be in anywise limited or restricted by reference to or inference from the terms of any other objects powers or clauses of this Article or any other Article in this Certificate, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is Nine Hundred (900) shares of common stock of One Dollar (\$1.00) par value; all that are issued to be fully paid and exempt from assessment. Each shareholder, upon the sale for cash or any other consideration of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issue of fractional shares) at the price at which it is offered to others.

The capital stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes.

ARTICLE IV

The amount of capital with which this corporation shall begin business will be not less than Five hundred Dollars (\$500.00).

ARTICLE V

This corporation is to have perpetual existence, and shall commence existence on the date of subscription, May 10, 1995, as is authorized by Florida Statute 607.167.

ARTICLE VI

The principal office of this corporation shall be 3812 Woodhaven Court, Titusville, Florida 32796.

ARTICLE VII

The initial registered agent of this corporation shall be J.R. Ferguson, and the registered office shall be 3812 Woodhaven Court, Titusville, Florida 32796.

ARTICLE VIII

The number of Directors shall be not less than one (1) but no more than five (5).

ARTICLE IX

The name and post office address of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and the first year of the corporation's existence, or until their successors are elected and have qualified are:

NAME AND ADDRESS	OFFICE
J.R. Ferguson 3812 Woodhaven Court Titusville, FL 32796	Director/CEO
Russ Allen P.O. Box 506 Scottsmeer, FL 32775	Vice President Amusement
Chuck Hermanson 1763 Robin Hood Avenue Titusville, FL 32796	Vice President Divisions
Shelly Ferguson 3812 Woodhaven Court Titusville, FL 32796	Vice President Records
Cathy Allen P.O. Box 506 Scottsmeer, FL 32775	Vice President Finance
Diana Hermanson 1763 Robin Hood Avenue Titusville, FL 32796	Vice President Marketing

ARTICLE X

The name and post office address of the subscribers to these Articles of Incorporation, and the numbers of shares they agree to take, are as follows, to wit:

NAME AND ADDRESS	SHARES
J. R. Ferguson 3812 Woodhaven Court Titusville, FL 32796	149
Russ Allen P.O. Box 506 Scottsmoor, FL 32775	149
Chuck Hermanson 1763 Robin Hood Avenue Titusville, FL 32796	149
Shelly Ferguson 3812 Woodhaven Court Titusville, FL 32796	151
Cathy Allen P.O. Box 506 Scottsmoor, FL 32775	151
Diana Hermanson 1763 Robin Hood Avenue Titusville, FL 32796	151

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI

The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, J.R. FERGUSON, RUSS ALLEN, CHUCK HERMANSON, SHELLY FERGUSON, CATHY ALLEN and DIANA HERMANSON, being the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, accordingly we have hereunto set our hands and seal this 10th day of May, 1995.


J. R. FERGUSON
DIRECTOR/CEO


RUSS ALLEN
VICE PRESIDENT AMUSEMENT


CHUCK HERMANSON
VICE PRESIDENT DIVISIONS


SHELLY FERGUSON
VICE PRESIDENT RECORDS


CATHY ALLEN
VICE PRESIDENT FINANCE


DIANA HERMANSON
VICE PRESIDENT MARKETING

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing Articles of Incorporation were acknowledged before me this 10th day of May, 1995, by J. R. FERGUSON, RUSS ALLEN, CHUCK HERMANSON, SHELLY FERGUSON, CATHY ALLEN and DIANA HERMANSON.

(SEAL)
MY COMMISSION EXPIRES:



Carol A. Maxwell
Notary Public
CAROL A. MAXWELL
Printed Name
State of Florida at Large

**DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED**

FILED
95 MAY 12 AM 8:36
CLERK OF COURT
TALLAHASSEE, FLORIDA

In pursuant of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with this Act:

FIRST: That FUN CITY, INC. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 3812 Woodhaven Court, Titusville, Florida 32796 has named J.R. Ferguson who address is 3812 Woodhaven Court, Titusville, Florida 32796 as its agent to accept service of process within this State

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


J. R. FERGUSON
Resident Agent