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PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO : 072100000032

REFERENCE : 600440 11381A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : May 17, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 600440

CUSTOMER NO: 11381A

CUSTOMER: Ms. Betty Ann Schneider
GARY DYTRYCH & RYAN

Suite 402
701 U.S. Highway 1
North Palm Beach, FL 33408

DOMESTIC FILING

NAME: GOOD TIMES U.S.A., INC.

XX ARTIC OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN

MAY 17 1995

2000011431452

FILED
95 MAY 17 PM 2 03
SECRET
FBI - MIAMI

RECEIVED
95 MAY 17 10 46
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION OF
GOOD TIMES U.S.A., INC.

The undersigned for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, do hereby make, subscribe and acknowledge this Certificate for that purpose.

FILED
95 MAY 17 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be GOOD TIMES U.S.A., INC.

ARTICLE II

The general nature of the business or businesses to be transacted by the corporation, as principal, as agent or as broker, is as follows:

1. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

2. To do all and everything necessary and appropriate for the accomplishment of the business and objects enumerated in this Certificate or any amendment thereof, necessary or incidental to the attainment of the business or objects of the corporation, whether or not such business or objects of the corporation are similar in nature to the business or objects set forth in this Certificate or any amendment thereof.

3. To buy, purchase, exchange, sell, hire, lease, mortgage, deal in, and encumber real estate and personal property, either improved or unimproved, of every kind and description.

The foregoing shall be construed as objects and powers in furtherance not in limitation of the general powers conferred from time to time by laws of the State of Florida; and it is hereby expressly provided that the enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and that the corporation shall and may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects herein enumerated, either alone or in association with other corporations, firms or individuals to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock with a par value of one dollar (1.00) per share.

ARTICLE IV

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

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law, and its existence shall commence upon filing.

ARTICLE VI

The principal office of this corporation is to be located at Post Office Box 812393, Boca Raton, Florida 33481.

The Board of Directors shall have the power and the authority to establish branch offices and places of business of this corporation at any point in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as they may deem necessary for the best interests of the business.

ARTICLE VII

This corporation shall have one (1) Director initially. The business of this corporation shall be conducted by a Board of Directors of not less than (1) nor more than seven (7) Directors. The Board of Directors shall have the power and authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. The Board of Directors shall also have the authority to adopt bylaws which shall govern the operation of the business of this corporation, and to thereafter amend the same from time to time if necessary.

ARTICLE VIII

The name and post office address of the Incorporator, signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
MICHAEL ETTINGER	Post Office Box 812393 Boca Raton, Florida 33481

The value of consideration in which the subscribers shall pay for each share of stock shall be at least one dollar (1.00) per share, and the proceeds of the stock subscribed for will be at least as much as the amount necessary to begin the business of the corporation at the time the stock certificates thereof are issued and the corporation otherwise activated.

ARTICLE IX

The names and post office address of the Directors and Officers who shall hold office for the first year of the corporation's existence or until their successors have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
MICHAEL ETTINGER	Post Office Box 812393 Boca Raton, Florida 33481

President/Secretary/Treasurer/Director

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the 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.

ARTICLE XI

All of the subscribers to these Articles of Incorporation are over the age of twenty-one years, are sui juris, and citizens of the United States.

Stock certificates of this corporation shall not be issued unless and until the same are paid for in full with cash, or its equivalent. Stock certificates shall not be valid unless signed and issued by the president and attested by the secretary, who shall affix thereon the corporate seal.

ARTICLE XII

The name of the initial registered agent and the address of the initial registered office of the corporation is as follows:

LAWRENCE W. SMITH
701 U.S. Highway One, Suite 402
North Palm Beach, Florida 33408

ARTICLE XIII

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation, and this corporation shall have all the rights and powers that are expressly stated under the Florida Statutes and Laws (F.S. 607 and as amended in the future).

The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of section 1372, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock herein, has made and subscribed these Articles of Incorporation this 21st day of April 1995, and the undersigned registered agent hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

Signed, sealed and delivered
in the presence of:

Kathryn P. Kirby
Wendy A. Curtis

Michael Ettinger
MICHAEL ETTINGER,
Incorporator

THIS NOTARY PUBLIC ACKNOWLEDGEMENT ADDENDUM is made this 21st day of April, 1995, and is incorporated into and shall be deemed to amend, supplement and be an integrated part of the ARTICLES OF INCORPORATION dated the same date as this acknowledgment, and which is given by MICHAEL ETTINGER who is designated in said document, and whose signature is appended to said document.

The purpose of this Addendum is to affix the proper form of Notary Acknowledgement to said document, as required by sections 117.03, 117.05, and 695.25 Florida Statutes, as amended by Chapter 91-291, Laws of Florida, Approved by the Governor June 7, 1991, and effective January 1, 1992.

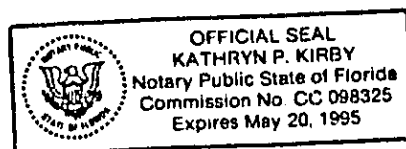
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME the undersigned officer duly authorized to take acknowledgments, this day, who produced Florida drivers license as identification and is personally appeared MICHAEL ETTINGER, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed and did (did not) take an oath this 21st day of April, 1995.

WITNESS my hand and official seal in the State and County aforesaid this 21st day of April, 1995

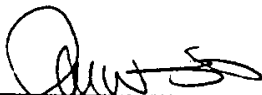
Kathryn P. Kirby
Notary Public
My Commission Expires:
Commission No.



ACCEPTANCE OF REGISTERED/RESIDENT AGENT

I HEREBY state that having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation and agree to comply with the provisions of Section 607.0505 of the Florida Statutes.

DATED: May 15, 1995



LAWRENCE W. SMITH, Registered Agent

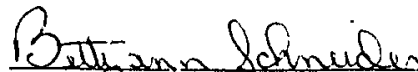
FILED
JUN 17 1995
CLERK OF COURT
PALM BEACH COUNTY
FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME the undersigned officer duly authorized to take acknowledgments, this day, personally appeared LAWRENCE W. SMITH, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed and did (did not) take an oath this 15TH day of JUNE, 1995.

WITNESS my hand and official seal in the State and County aforesaid this 15TH day of JUNE, 1995.



Notary Public
My Commission Expires:
Commission No.

h:\bas\8992\articles inc



BETTYANN SCHNEIDER
MY COMMISSION # CC 212867 EXPIRES
JULY 7, 1996
BONDED THRU TROY FAIR INSURANCE, INC