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ROBERT K. EDDY & ASSOCIATES

ATTORNEYS AT LAW

ONE HARBOUR PLACE

SUITE 220

777 S. HARBOUR ISLAND BLVD

TAMPA, FLORIDA 33602

(813) 251-8800

ROBERT K. EDDY
CATHARINE D. HANLEY

REPLY TO
POST OFFICE BOX 2893
TAMPA, FLORIDA 33601-2893
FAX: (813) 226-7512

April 20, 1995

Secretary of State
ATTN: Division of Corporations
The Capitol
Tallahassee, Florida 32301

400001499464
-05/25/95--01082--020
*****70.00 *****70.00

RE: FILING ARTICLES OF INCORPORATION
File No. 3255/tsw

Dear Sir:

Enclosed, you will find the original and one copy of the Articles of Incorporation for Thumberg's Amusements, Inc. to be filed. I've also attached your fee for same in the amount of \$70.00.

Thank you for your assistance.

Very truly yours,

Catharine D. Hanley

/tsw

Enclosures

FILED
95 MAY 25 10 10 AM '95
TAMPA, FLORIDA

NANCY HENDRICKS JUN - 1 1995

**ARTICLES OF INCORPORATION
OF
THUMBERG'S AMUSEMENTS, INC.**

FILED
95 MAY 25 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute §607.0202.

I.

The Name of the corporation shall be:

THUMBERG'S AMUSEMENTS, INC.

II.

The principal office of the corporation and the mailing business address of the corporation shall be:

2705 Fairway View Drive
Valrico, FL 33594

III.

The purpose for which the corporation is to be formed and the general nature of the corporation's business shall be: to engage in the business of furnishing amusement and entertainment to the public, either indoors or outdoors, and that end, to purchase or lease amusement parks, equipment, outdoor theaters, indoor theaters, motion picture theaters, athletic fields, arenas, and other places, and to manage and conduct the same as places of public amusement, and to grant concessions to individuals or corporations to conduct at such places of amusement particular businesses for the amusement and entertainment of the public, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

IV.

The amount of the capital stock of the corporation shall be One Million shares of common stock with a par value of \$1.00 per share.

V.

The amount of capital with which the corporation will begin business will be no less than Five Hundred Dollars (\$500.00) Dollars.

VI.

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled to one vote for each share of common stock held by them of record.

VII.

The names and post office addresses of the members of the first Board of Directors, until the first annual meeting of the stockholders are as follows:

NAMES:	ADDRESSES:
Fred C. Thumberg	2705 Fairway View Drive Valrico, FL 33594
Fred A. Thumberg	2705 Fairway View Drive Valrico, FL 33594

VIII.

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies created in the Board of Directors shall be filled by special meeting of the stockholders.

IX.

The names and post office addresses of the officers of the corporation until the first annual meeting of the stockholders are as follows:

NAMES:	ADDRESSES:
Fred C. Thumberg Vice President/Secretary	2705 Fairway View Drive Valrico, FL 33594
Fred A. Thumberg President	2705 Fairway View Drive Valrico, FL 33594

X.

The names and post office addresses of each subscriber/ /incorporator of the Articles of Incorporation and the number of shares of common stock which he or she agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Fred C. Thumberg Vice President/Secretary	2705 Fairway View Drive Valrico, FL 33594	10,000
Fred A. Thumberg President	2705 Fairway View Drive Valrico, FL 33594	10,000

XI.

The duration of the corporation is to be perpetual.

XII.

The street address corporation's initial registered office and the name of its initial registered agent at that office are as follows:

Initial Registered Agent:

Street Address:

Robert K. Eddy

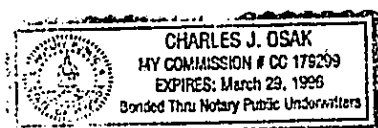
One Harbour Place
777 S. Harbour Island, Blvd.
Tampa, FL 33602

IN WITNESS WHEREOF, I have made, signed and acknowledged this Article of Incorporation of THUMBERG'S AMUSEMENTS, INC., this 21 day of APRIL, 1994.


FRED A. THUMBERG

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On the day above shown, before me personally appeared FRED A. THUMBERG, to me known to be the person described in and who executed the foregoing instrument, and he duly and severally acknowledged to me that he executed the same.

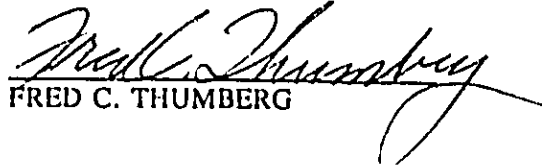



NOTARY PUBLIC

Charles J. Osaik
(type or print name above)

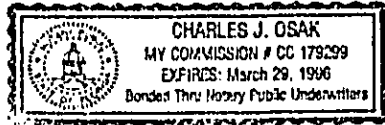
My commission expires: 03/29/96

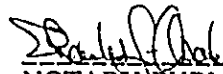
IN WITNESS WHEREOF, I have made, signed and acknowledged this Article of Incorporation of THUMBERG'S AMUSEMENTS, INC., this 26th day of April, 1994.


FRED C. THUMBERG

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On the day above shown, before me personally appeared FRED C. THUMBERG, to me known to be the person described in and who executed the foregoing instrument, and he duly and severally acknowledged to me that he executed the same.




NOTARY PUBLIC
CHARLES J. OSAK
(type or print name above)
My commission expires: 03/29/96

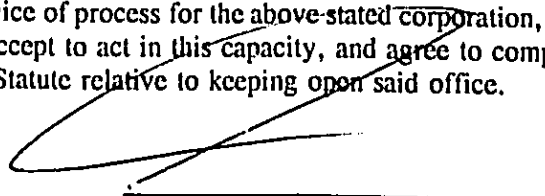
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that THUMBERG'S AMUSEMENTS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Valrico, County of Hillsborough, State of Florida has named ROBERT K. EDDY at One Harbour Place, 777 S. Harbour Island Boulevard, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process with this state.

**ACKNOWLEDGEMENT OF REGISTERED AGENT AND DUTIES
PURSUANT TO FLORIDA STATUTE 607.0505**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607, Florida Statute relative to keeping open said office.



ROBERT K. EDDY

FILED
CLERK OF DISTRICT COURT
TAMPA, FLORIDA
JUL 25 1968