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ACCOUNT NO. : 072100000052

REFERENCE : 658977 11010A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : • 122.50

ORDER DATE : August 14, 1995

ORDER TIME : 10:57 AM

ORDER NO. : 658977

CUSTOMER NO: 11010A

100001559711

CUSTOMER: Ms. Diane Wishard
DOBSON & CHRISTENSEN

Suite B
66 Cuna Street
St. Augustine, FL 32084

DOMESTIC FILING

NAME: MAGAT, INC.

XX ARTICLES 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: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN

AUG 15 1995

FILED
95 AUG 14 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAGAT, INC.**

**FILED
95 AUG 14 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be MAGAT, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 3326 West Highway 76, Branson, Missouri 65616.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is nine hundred ninety-nine (999) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 200 South Orange Avenue, Suite 3000, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that

address is Stephen R. Looney. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Karel G. Johnson	39 Avista Circle St. Augustine, Florida 32084

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Karel G. Johnson	39 Avista Circle St. Augustine, Florida 32084
David Gray	c/o Paine Webber, Inc. 1701 Highway A-1-A, Suite 101 Vero Beach, Florida 32963-9929
Jeremy Smith	Box 54, Site 1, RR 1 Salem, Ontario NOB 1 S0 Canada

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

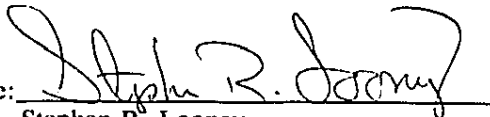
ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at St. Augustine, Florida, this 11th day of August, 1995.

 (SEAL)
Karel G. Johnson

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

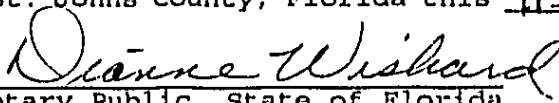
Signature: 
Stephen R. Looney

Date: August 10, 1995

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared KAREL G. JOHNSON who is personally known to me and who, after being by me first duly sworn and cautioned, acknowledged to and before me that he executed the above and foregoing Articles of Incorporation of MAGAT, INC. for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, St. Johns County, Florida this 11th day of August, A. D., 1995.


Notary Public, State of Florida
at Large
My Commission Expires: _____

DIANNE WISHARD
Notary Public, State of Florida
My comm. expires Oct. 22, 1997
Comm. No. CC 322812