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96 FEB 12 AN II: 24 SECRETARY OF STATE FALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WINTER PARK ENTERTAINMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WINTER PARK ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be 1520 East Amelia Street, Orlando, Florida 32803, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have cutstanding at any one time is 75 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Stuart I. Hyman Pres.	1520 East Amelia Street Orlando, Florida 32803
Mark E. Nejame C.E.O.	Same
John San Felippo Sec./Treas.	Same

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 9, 1996.

CORPORATION SERVICE COMPANY

By: _______ Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: <u>Auch Mode</u> Its Agent, Gail Shelby

GLS/jlm

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ARTICLES OF AMENDMENT

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TO

ARTICLES OF INCORPORATION

ARTICLES III & VI of the Articles of Incorporation of WINTER PARK ENTERTAINMENT, INC. shall be amended to read as follows:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having \$1.00 par value per share.

ARTICLE VI. OFFICERS

The name and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Stuart I. Hyman	1520 East Amelia Street
CEO	Orlando, Florida 32803
Mark E. Nejame Pres.	Same

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 14th day of February, 1996.

CORPORATION SERVICE COMPANY . Oursil BY: Its Incorporator, CORPORATION SEBUICE Its Agent, Gail Shelby

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

ARTICLE VI of the Articles of Incorporation of WINTER PARK ENTERTAINMENT, INC. shall be amended to read as follows:

ARTICLE VI. OFFICERS

The name and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mark E. Nejame1520 East Amelia StreetPres.Orlando, Florida 32803

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 14th day . of February, 1996.

CORPORATION SERVICE COMPANY

Ats Incorporator, Gail Shelby BY:

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Examiner's Initials

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Florida Department of State, Sandra B. Mortham, Secretary of State		
OFFICER / DIRECTOR RESIGNATION		
	6)	
I, JOHN D. SANFELIPPO, hereby resign as SECRETARY ETREASURER (Title)		
of WINTER PARK ENTER TAINMENT INC. (Name of Corporation)		
· · · · · · · · · · · · · · · · · · ·		
a corporation organized under the laws of the State of		
That the corporation has been notified in writing of the resignation.		
Signature of resigning officer/director)		
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FILING FEE IS \$35.00		
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314		

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Examiner's Initials

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