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SAM A. MACKIE, P. A.  
Attorney & Counselor at Law

13 July 2000

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Filing of Restated Article of Incorporation  
My Design, Inc.

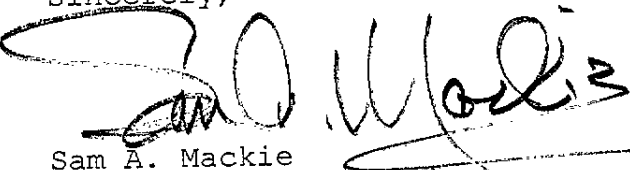
Dear Sir or Madam:

Enclosed please find the Restated Articles of Incorporation for the above-named Florida corporation, and our office check #2678 in the amount of forty-three and 75/100 dollars (\$43.75).

I would appreciate the filing of these Restated Articles of Incorporation, and one certified copy, being processed as soon as possible.

In the intervening days, please feel free to telephone me if you have any questions or comments.

Sincerely,

  
Sam A. Mackie  
Attorney at Law

SAM:r2

Enclosures

c: My Design, Inc.  
File

FILED  
00 JUL 17 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. LEWIS, III, 25 2000

Restated Articles of Incorporation  
of My Design, Inc.

FILED  
00 JUL 17 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The restatement of these Articles was adopted by the Board Directors and does not include any amendment requiring Shareholder approval.

I. The name of the Corporation is My Design, Inc.

II. The principal office of the Corporation in the State of Florida is located at 4075-G L.B. McLeod Road, Orlando, in Orange County, Florida, 32811. Its registered agent at that address is Michael Yager.

III. The nature of the business of the Corporation and its objects are to acquire, maintain, develop, rent, use, mortgage, and dispose of real property and interests; acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action, and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts, or persons, public or private; acquire and pay for, in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property of any person, firm, association, or Corporation; enter into, make, and perform contracts of every kind; borrow moneys and to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; lend any of its funds, either with or without security; acquire, hold and dispose of shares of its own capital stock and the rights thereto; carry on any other lawful business for which a corporation may be organized under the laws of Florida, including but not limited to the development, implementation, and construction of theme park attraction, and related projects; carry out all or any part of the foregoing purposes as principal or agent; do all such things as are necessary and incidental to the attainment of the above-stated purposes; and have and exercise all the powers conferred upon corporations by the laws of the State of Florida.

IV. A. The total number of shares that this Corporation is authorized to issue is seven thousand five hundred (7500) shares of common stock, each share having the par value of one dollar (\$1.00) per share.

B. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature;

provided, however, that the Shareholders or the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that they or it may deem advisable in connection with such issuance.

C. The Shareholders or the Board of Directors may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as they may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws.

D. Pursuant to this Section, the Shareholders or the Board of Directors may, by further Restated or Amended Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock, so long as such modifications do not adversely affect the Corporation's Subchapter S status.

V. The Corporation has been sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VI. The names and mailing address of the incorporator is: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301, but those rights of which were assigned to Mark Mazzanti and Michael Yager, presently of 4075-G L.B. McLeod Road, Orlando, Florida 32811, on 12 March 1996.

The Shareholders or the Board may elect or appoint a Chairman, a President (presently denominated as Mark Mazzanti), one or more Vice Presidents (presently denominated as Michael Yager), a Secretary (presently denominated as Michael Yager), a Treasurer (presently denominated as Mark Mazzanti), and such other officers as it may determine, and who shall have such duties and powers as hereinafter provided.

VII. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors (Board) may be further expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow.

VIII. All of the property and assets of the Corporation may be sold, leased, or exchanged, upon such terms and conditions and for

such consideration as the Shareholders shall deem appropriate for the best interests of the Corporation.

IX. A Corporate director or officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Shareholders.

X. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, and as may be designated by the Bylaws.

XI. Any Corporate contract, transaction, or act which is approved or ratified by a majority of a quorum of the shareholders entitled to vote at any meeting shall be as valid and binding as though approved or ratified by every shareholder of the Corporation.

XII. The Shareholders may adopt By-Laws from time to time, to provide, inter alia, for the fullest indemnification permitted by the laws of the State of Florida. The Shareholders may also cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

XIII. Meetings of shareholders and directors may be held outside the State of Florida.

XIV. The Corporation reserves the right to amend or repeal any provision contained in these Restated Articles of Incorporation, and in any manner now or hereafter prescribed by statute.

XV. Whenever a vote of Shareholders at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of shareholders who, if voting, could have authorized such action shall consent in writing to such Corporate action being taken.

XVI. The regular meetings of the Corporation shall be held on the first (1st) business day of each calendar year, or as soon thereafter as a meeting may be properly scheduled by the Shareholders. The annual meeting of the Shareholders shall be held on the first (1st) day of January of each year, or as soon thereafter as is reasonable. Special meetings may be held when directed by the Shareholders.

XVII. Any Shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The Proxy must

be signed by the shareholder or his attorney-in-fact, and no Proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XVIII. The Directors shall be elected or reappointed at the annual meeting of the shareholders.

XIX. The Corporation shall at all times keep accurate minutes, books, and records of account.

XX. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

XXI. The fiscal year shall begin the first (1st) day of January of each calendar year.

XXII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate shareholders, officers, or directors have full authority to exercise all corporate powers contemplated in these Restated Articles, or as otherwise may be provided by Florida law or statute.

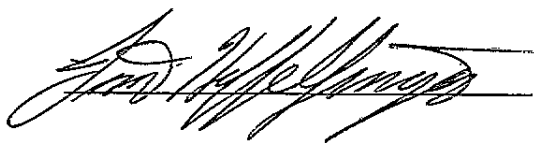
XXIII. The Corporation has elected to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

In witness whereof the undersigned, for the purpose of forming a Corporation pursuant to the General Corporation Laws of the State of Florida, do execute this document on this 10 day of July, 2000.

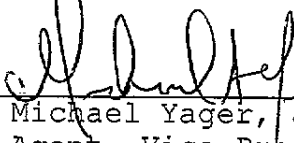
I also accept designation as registered agent.

Witness:

My Design, Inc.



By:



Michael Yager, as Registered  
Agent, Vice President,  
Director