

P96000056637

WATSON, FOLDS, STEADHAM, TOVKACH, WALKER & MARSTON

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

807 EAST UNIVERSITY AVENUE

PORT OFFICE BOX 1070

GAINESVILLE, FLORIDA 32602

WILLIAM M. WATSON, III
JOHN M. STEADHAM
ALLISON E. FOLDS
WALTER M. TOVKACH
B. SCOTT WALKER
W. WESLEY MARSTON

PAUL J. CONBRUGH**

TELEPHONE
(904) 378-8401

TELECOMEX
(904) 378-1888

*ALSO ADMITTED IN
OHIO & NORTH CAROLINA
**ALSO ADMITTED IN MARYLAND

July 3, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

700001890667
-07/11/96--01030--003
*****122.50 *****122.50

RE: ENTERTAINMENT PROPERTIES, INC.

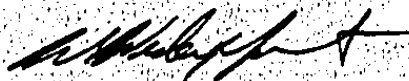
Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced along with our check in the amount of \$122.50 to cover the cost of filing same. Please return the certified copy to this office.

Filing fee	\$35.00
Certificate Designating Resident Agent.	\$35.00
Certified Copy of Articles of Incorporation	\$52.50

After the original Articles of Incorporation have been filed, please certify the enclosed copy and return it to me.

Yours truly,



W. Wesley Marston
For the Firm

mjb
enclosures

FILED
96 JUL -5 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

46.5.96

**ARTICLES OF INCORPORATION
OF
ENTERTAINMENT PROPERTIES, INC.**

96 JUL -5 AM 10 45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is **ENTERTAINMENT PROPERTIES, INC.**

Article II

Principal Office. The principal place of business and mailing address of this corporation shall be: 11506 N.W. 129th Terrace, Alachua, FL 32615.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales by the corporation.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 210 N.W. 75th Drive, Suite 1, Gainesville, FL 32607, and the name of the initial registered agent of this Corporation is CRAIG D. MIKELL.

Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is CRAIG D. MIKELL, 11506 N.W. 129th Terrace, Alachua, FL 32615.

Article IX

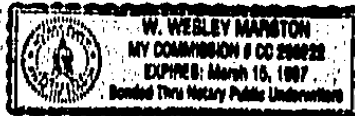
Incorporator. The name and address of the person signing these Articles is **CRAIG D. MIKELL, 11506 N.W. 129th Terrace, Alachua, FL 32615.**

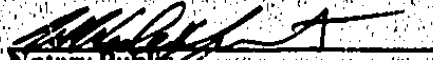
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of July 1996.


CRAIG D. MIKELL
Incorporator

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me, this 3rd day of July 1996 by **CRAIG D. MIKELL** as the Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct. He is personally known to me (✓) or produced _____ as identification.




Notary Public

**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 **ENTERTAINMENT PROPERTIES, 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 Alachua, County of Alachua, State of Florida, has named **CRAIG D. MIKELL**, 210 N.W. 75th Drive, Suite 1, Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


CRAIG D. MIKELL
Resident Agent

FILED
96 JUL -5 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000056637

CLAYTON, JOHNSTON, QUINCEY, IRELAND,
FELDER, GADD & ROUNDTREE, P.A.

ATTORNEYS AT LAW
POST OFFICE BOX 23939
GAINESVILLE, FLORIDA 32602

E. COVINGTON JOHNSTON
JAMES E. CLAYTON
JAMES S. QUINCEY
LEONARD E. IRELAND, JR.
CHARLES G. FELDER
CHARLES M. GADD, JR.
ROBERT E. ROUNDTREE, JR.
JAMES T. HOLLOWAY
KEVIN E. COLEMAN
W. WESLEY MARSTON

311 SOUTH EAST FIRST AVENUE
GAINESVILLE, FLORIDA 32601
TELEPHONE: (352) 376-4684
FACSIMILE: (352) 371-7366

May 1, 1997

ERWIN A. CLAYTON
(1957 - 1988)

Florida Department of State
Secretary Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ALL-STAR FUN PARKS, INC.

000002163160--1
-05/02/97--01053--013
*****35.00 *****35.00

Dear Sir:

Enclosed please find the original and one copy of the Articles of Amendment of the above-named corporation. Also enclosed is this law firm's check in the amount of \$35.00 payable to the Secretary of State to cover the fees for the Amendment.

After the original Articles of Amendment have been filed, please certify the enclosed copy and return it to me.

Sincerely,



W. Wesley Marston

WWM:ljf
Enc.

cc: Mr. Craig Mikell

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FILED
97 MAY 15 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W970000

~~*789,521,671*~~
Name Change
KFS 5-16-97

Established in 1927



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 9, 1997

FILED
97 MAY 15 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. Wesley Marston, Esquire
% Clayton, Johnston, Quincey, et-al
Post Office Box 23939
Gainesville, FL 32602

SUBJECT: ENTERTAINMENT PROPERTIES, INC.
Ref. Number: P96000058637

We have received your document for ENTERTAINMENT PROPERTIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Statement of Intention of Stockholders and Directors was not attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 297A00024962

RECEIVED
97 MAY 15 AM 8:16
DIVISION OF CORPORATIONS

**CLAYTON, JOHNSTON, QUINCEY, IRELAND,
FELDER, GADD & ROUNDTREE, P.A.**

ATTORNEYS AT LAW
POST OFFICE BOX 23939
GAINESVILLE, FLORIDA 32602

E. COVINGTON JOHNSTON
JAMES E. CLAYTON
JAMES S. QUINCEY
LEONARD E. IRELAND, JR.
CHARLES G. FELDER
CHARLES H. GADD, JR.
ROBERT E. ROUNDTREE, JR.
JAMES T. HOLLOWAY
KEVIN E. COLEMAN
W. WESLEY MARSTON

111 SOUTHEAST FIRST AVENUE
GAINESVILLE, FLORIDA 32601
TELEPHONE: (352) 376-4684
FACSIMILE: (352) 371-7366

May 14, 1997

ERWIN A. CLAYTON
(1997-1998)

Florida Department of State
Secretary Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

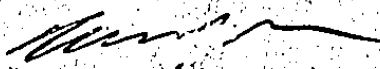
RE: ALL-STAR FUN PARKS, INC.

Dear Sir:

Enclosed please find a copy of your letter dated May 9, 1997 regarding Entertainment Properties, Inc. Pursuant to your request, I have enclosed the original Statement of Intention of Stockholders and Directors. I have also returned the original and one copy of the Articles of Amendment for your consideration.

After the original Articles of Amendment have been filed, please certify the enclosed copy and return it to me.

Sincerely,



W. Wesley Marston

WWM:ljf
Enc.

cc: Mr. Craig Mikell

0:\WWM\WESLEY\ALLSTAR\SENT.LIT

FILED

97 MAY 15 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

ENTERTAINMENT PROPERTIES, INC., a Florida corporation, under the corporate seal and the hands of its President and Secretary, Craig D. Mikell, hereby certify that:

The attached Statement of Intention of Stockholders and Directors of ENTERTAINMENT PROPERTIES, INC., to change corporate names is executed by all of the stockholders and directors of the said corporation and thereby manifests their intention that the name of the said corporation be changed from ENTERTAINMENT PROPERTIES, INC. to ALL-STAR FUN PARKS, INC., effective April 25, 1997.

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment to be signed in its name by its President and its corporation seal to be thereunto affixed and attested by its Secretary, this 25 day of April, 1997.

CORPORATE SEAL

ENTERTAINMENT PROPERTIES, INC.

ATTEST:

By: Craig D. Mikell
Craig D. Mikell
Secretary

By: Craig D. Mikell
Craig D. Mikell
President

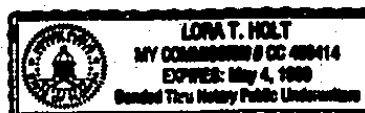
STATE OF FLORIDA
COUNTY OF ALACHUA

This day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, CRAIG D. MIKELL, as President and as Secretary of ENTERTAINMENT PROPERTIES, INC., a Florida corporation, and acknowledged before me that they executed the above and foregoing Articles of Amendment as such officers for and on behalf of said corporation, after having been duly authorized so to do and affixed the corporate seal of said corporation thereof.

WITNESS, my hand and official seal on this 25th day of April, 1997, at Gainesville, Florida.

Lora T. Holt
Notary Public, State at Large
My Commission Expires: 5/4/99

U:\WWW\WEB\BYP\ALLSTAR AMEND.ART



**STATEMENT OF INTENTION OF
STOCKHOLDERS AND DIRECTORS OF
ENTERTAINMENT PROPERTIES, INC.
TO CHANGE CORPORATE NAME TO
ALL-STAR FUN PARKS, INC.**

Pursuant to Section 607.181(3), Fla. Stat., the undersigned, CRAIG D. MIKELL,
constituting all of the Stockholders and Directors of ENTERTAINMENT PROPERTIES, INC., a
Florida corporation, eligible to vote, hereby manifests their intention that an Amendment to the
Articles of Incorporation be adopted to change the name of the said corporation from
ENTERTAINMENT PROPERTIES, INC. to ALL-STAR FUN PARKS, INC., effective
April 25, 1997.

Dated this 25 day of April, 1997.

Craig D. Mikell
CRAIG D. MIKELL
Stockholder and Director