

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

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GAINESVILLE, FLORIDA 32601
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ERWIN A. CLAYTON
(1897 - 1986)

May 1, 1997

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

(1) WOMAN WITH FRY HAIR AND EYEGLASSES

FILED
97 MAY 15 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
8

W97000

~~* 789, 524, 6714 *~~
Name Change
LFT 5-16-97

Established in 1927



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 9, 1997

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

SUBJECT: ENTERTAINMENT PROPERTIES, INC.
Ref. Number: P96000056637

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

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

RECEIVED
97 MAY 15 AM 8:16
DIVISION OF CORPORATIONS

**CLAYTON, JOHNSTON, QUINCEY, IRELAND,
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ERWIN A. CLAYTON
(1897 - 1986)

May 14, 1997

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

U:\WWM\WYKEL\ALLSTAR FUN PARKS, INC.

FILED

97 MAY 15 AM 9:05

ARTICLES OF AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

11 WWW.WITHALLSTAR.AMENDMENT



**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