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Division of Corporations
Department of State
P.O. Box 6337
Tallahassee, Florida 32314

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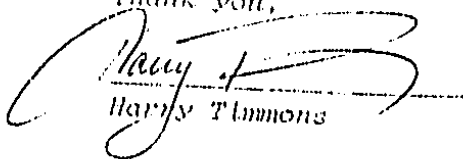
Dear Division of Corporations:

Enclosed please find the Articles of Incorporation for
CAROUSEL ENTERTAINMENT GROUP, INCORPORATED

along with a check in the amount of \$122.50 for the filing
fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return
this to me with the filing date stamped on it.

Thank you,


Harry Timmons

FILED
96 AUG -5 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL - 6 1996

FILED

96 AUG -5 PM 2:38

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. The name of this corporation is
CAROUSEL ENTERTAINMENT GROUP, INCORPORATED

ARTICLE II. The purpose for which this corporation is
formed is
The ownership of entertainment establishment.

ARTICLE III. The principal place of business and mailing
address of the corporation is:
500 East Highway 43d Longwood, Florida 32750

ARTICLE IV. The corporation shall have the authority to
issue
7,000 shares of common stock, in one class
only, each with a par value of \$1.00.

ARTICLE V. REGISTERED OFFICE; REGISTERED AGENT

500 East Highway 43d

(Address)

Longwood,

(City)

Seminole

(County)

Florida 32750

and the name of its initial registered agent at such address
is

Harry Timmons

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE VI. The Initial Board of Directors shall have 1 member(s) whose name(s) and address(es) is/are as follows:

Harry M. Timmons Jr., 500 East Highway 434 Longwood, FL 32750

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

ARTICLE VII. The incorporator of this corporation is

Harry Timmons

whose address is

500 East Highway 434 Longwood, Florida 32750

Dated 07/31/96


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated 07/31/96


Registered Agent