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ENTERPRISE  
FINANCIAL SERVICES

P96000082338

ACCOUNT NO. : 072100000032

REFERENCE : 109908 81730A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 4, 1996

ORDER TIME : 12:38 PM

ORDER NO. : 109908

CUSTOMER NO: 81730A

CUSTOMER: Mr. Bob Worthington  
M. BURR KEIM COMPANY

105 North Watts Street

Philadelphia, PA 19107

600001965806  
-10/04/96--01102--026  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: KEHOE CAROUSELS AND TRAINS  
ENTERPRISES OF FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT -4 PM 3:22

FILED

RECEIVED  
96 OCT -4 PM 2:08  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF

FILED

96 OCT -4 PM 3:22

KEHOE CAROUSELS AND TRAINS ENTERPRISES OF FLORIDA, INC. FILED IN THE OFFICE OF THE CLERK OF THE SUPREME COURT OF THE STATE OF FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The Name of the corporation shall be:

KEHOE CAROUSELS AND TRAINS ENTERPRISES OF FLORIDA, INC.

The mailing address of this corporation shall be:

6350 N.E. 7th Avenue, Boca Raton, FL 33487

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1,000) Shares Without Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William L. Kehoe, 6350 N.E. 7th Avenue, Boca Raton, FL 33487

ARTICLE V INITIAL DIRECTORS

The names and addresses of the initial directors are:

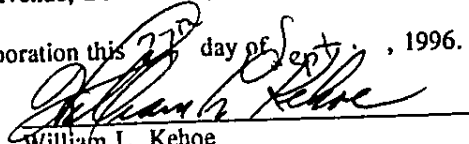
William L. Kehoe, 6350 N.E. 7th Avenue, Boca Raton, FL 33487

ARTICLE VI INCORPORATOR

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

William L. Kehoe, 6350 N.E. 7th Avenue, Boca Raton, FL 33487

The undersigned has executed these Articles of Incorporation this 27th day of Sept., 1996.

  
William L. Kehoe  
Incorporator

**FILED**

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

96 OCT -4 PM 3:22

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

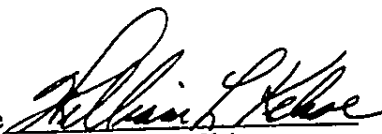
1. The name of the corporation is:

KEHOE CAROUSELS AND TRAINS ENTERPRISES OF FLORIDA, INC.

2. The name and address of the registered agent and office is:

William L. Kehoe, 6350 N.E. 7th Avenue, Boca Raton, FL 33487

Signature

  
William L. Kehoe

Title:

Incorporator

Date:

September 27, 1996

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:

  
William L. Kehoe

Date:

September 27, 1996