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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 233524 7122414

AUTHORIZATION :

Patricia Kynt

COST LIMIT : \$ 70.00

ORDER DATE : January 23, 1997

ORDER TIME : 5:41 PM

ORDER NO. : 233524-005

CUSTOMER NO: 7122414

800002076708--5

CUSTOMER: Mr. Daniel Barnette
DANIEL BARNETTE

Suite 9a
1526 Pennsylvania Avenue
Miami, FL 33139

DOMESTIC FILING

NAME: HAUNTED HOUSE ENTERTAINMENT
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED RECEIVED
97 FEB -4 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 FEB -4 AM 8:54

KL
2-4-97

ARTICLES OF INCORPORATION
OF
HAUNTED HOUSE ENTERTAINMENT, INCORPORATED

FILED
97 FEB -4 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **HAUNTED HOUSE ENTERTAINMENT**
INCORPORATED

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPLE OFFICE

The address of the principle office of this Corporation is 1526 Pennsylvania Ave., Suite 9A, Miami Beach, Florida 33139 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The name and street address of the incorporator of this Corporation is:

Daniel Barnette
1526 Pennsylvania Avenue, Suite 9A
Miami Beach, FL 33139

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be Daniel Barnette whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED** (100) shares of common stock, each share having no par value.

6.2 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 board of directors may, in authoring the issuance of shares of stock any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation 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 the board of directors may deem advisable, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting power, restriction, limitations as to the dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S-Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1976."

ARTICLE 8 - POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any shares or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 1526 Pennsylvania Ave., Suite 9A, Miami Beach, Florida 33139. The name and address of the registered agent of this Corporation is, Daniel Barnette 1526 Pennsylvania Ave., Suite 9A, Miami Beach, FL 33139.

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, *this 13th day of January, 1997.*

Daniel Barnette
Daniel Barnette, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Daniel Barnette, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Daniel Barnette
Daniel Barnette

FILED
97 FEB -4 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA