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2/28/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: FUN FACTORY CONCESSION, INC.
AUDIT NUMBER.....H97000003556
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
CERT. COPIES.....0 DEL.METHOD.. FAX
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FUN FACTORY CONCESSION, INC..

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be FUN FACTORY CONCESSION, INC. and its principle place of business shall be 7275 SW 137 ST MIAMI, FL 33158. and any other location that the board of directors may deem appropriate.

ARTICLE II

RESIDENT AGENT

The resident agent of the corporation shall be JOHN VIVONA JR 7275 SW 33158. MIAMI, FL 33158

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose or object to be transacted, promoted or carried on by this corporation is any activity or business permitted under the laws of the United States and of the State Florida.

ARTICLE IV

SHARES OF STOCK - NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is five hundred (500) of common stock of the par value for \$1.00 per share.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of five hundred dollars (\$500.00).

Prepared by: Accounts's Ltd.
17891 South Dixie Hwy.
Miami, FL 33157
(305) 232-1640

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ARTICLE VI

DURATION

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this certificate of incorporation.

ARTICLE VII

DIRECTORS

The affairs of the corporation will be managed by 2 Director. The names and addresses of the individuals who are to serve as directors until new directors are elected at the shareholders meeting are:

<u>NAME</u>	
JOHN J VIVONA JR	7275 SW 137 ST MIAMI, FL 33158
BONNIE LEE VIVONA	7275 SW 137 ST MIAMI, FL 33158

ARTICLE VIII

OFFICERS

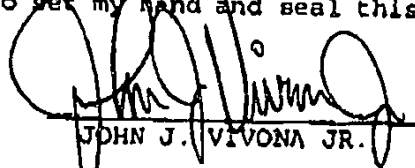
The names and addresse of the individuals who will serve as the initial officer of the corporation until new officers of the corporation are appointed at the time of the first meeting of the shareholders are as follows:

<u>NAME</u>		<u>ADDRESS</u>
JOHN J VIVONA JR	(PRESIDENT)	7275 SW 137 ST Miami, Fl 33158
BONNIE LEE VIVONA	(SEC/TRES)	7275 SW 137 ST Miami, Fl 33158

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We, the undersigned, being the original subscribers to this certificate of incorporation, do hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set my hand and seal this 26 day of FEB 1997.


JOHN J. VIVONA JR.

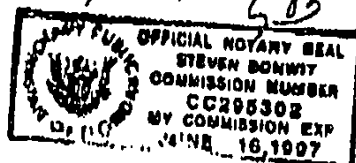

BONNIE LEE VIVONA

STATE OF FLORIDA

COUNTY OF DADE

BEING IT REMEMBERED that on this 26 day of FEB 1997, personally came before me, a notary public of the State of Florida, the party to the foregoing certificate of incorporation, known to me personally to be such, and acknowledged the said certificate to be the acts and deeds of the signer, and that the facts herein are truly set forth.

Given under my hand and seal the day and year aforesaid.



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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT \ REGISTERED OFFICE

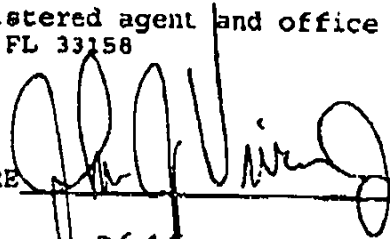
Pursuant to the provisions of section 607.0501, Florida statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

1. The name of the corporation is FUN FACTORY CONCESSION, Inc.
2. The name and address of the registered agent and office is JOHN J. VIVONA JR. 7275 SW 137 ST MIAMI, FL 33158

SIGNATURE

TITLE

DATE



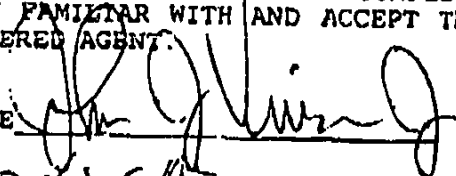
pres

2/26/97

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 THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIC CAPACITY. I FURTHER AGREED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE



2/26/97

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