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ACCOUNT NO. : 072100000032

REFERENCE : 280928 81325A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 4, 1997

ORDER TIME : 12:59 PM

ORDER NO. : 280928-005

CUSTOMER NO: 81325A

CUSTOMER: Mr. Gregory S. Band  
LEVIN AND TANNENBAUM, P.A.

Suite 102  
1680 Fruitville Road  
Sarasota, FL 34236

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-03/05/97--01002--002  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: SARASOTA FAMILY ENTERTAINMENT  
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 MAR -4 AM 8:55  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

K.R. MAR - 5 1997

ARTICLES OF INCORPORATION  
OF  
SARASOTA FAMILY ENTERTAINMENT CORP.

FILED  
97 MAR -4 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is:

SARASOTA FAMILY ENTERTAINMENT CORP.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of this Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of Stock of this Corporation shall consist of only one class. The number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

1586 Landings Terrace  
Sarasota, FL 34236

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1586 Landings Terrace, Sarasota, FL 34231 and the registered agent at such office is Thomas Cooke.

ARTICLE VII - DIRECTORS

This Corporation shall have three(3) directors initially. The number of Directors may be modified from time to time by by-laws adopted by the Shareholders. The names and street addresses of the members of the first Board of Directors are:

Thomas Cooke	1586 Landings Terrace Sarasota, FL 34231
Richard M. Fischer	2201 Cantu Court Sarasota, FL 34232
Fred M. Starling	2201 Cantu Court Sarasota, FL 34232

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders

Meeting by a majority of the Stock entitled to vote thereon.

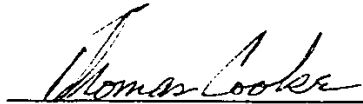
ARTICLE IX - INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

Thomas Cooke

1586 Landings Terrace  
Sarasota, FL 34231

The undersigned executed these Articles of Incorporation this 4<sup>th</sup>  
day of FEBRUARY 1997.



Thomas Cooke

"INCORPORATOR"

Having been named Registered Agent to accept service of process for SARASOTA FAMILY ENTERTAINMENT CORP. at the registered office designated in the Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

February 4, 1997  
Date

  
Thomas Cooke

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA