

P97000028196

March 21, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

Re: Central Florida Discount Attraction Shop, Inc

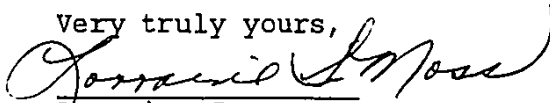
Gentleman:

Enclosed please find the original and copy of the Articles of Incorporation of Central Florida Discount Attraction Shop, Inc., together with my check in the amount \$122.50 covering the following fees:

|                  |         |
|------------------|---------|
| Filing fee       | \$35.00 |
| Certified Copy   | 52.50   |
| Registered Agent |         |
| Designation      | 35.00   |

Thank you for your attention to this matter.

Very truly yours,

  
Lorraine S. Moss  
1948 East Osceola Parkway  
Kissimmee, Fl 34743

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA DISCOUNT ATTRACTION SHOP, INC.

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is : CENTRAL FLORIDA DISCOUNT ATTRACTION SHOP, INC.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 1948 East Osceola Parkway, Kissimmee, Florida 34743 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Lorraine S. Moss. The street address of the initial registered office of this corporation, which is identical with the business

office of the registered agent is , 1948 East Osceola Parkway, Kissimmee, Florida 34743.

ARTICLE VII  
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders. The name and address of the Directors are as follows:

|                           |          |
|---------------------------|----------|
| Lorraine S. Moss          | Director |
| 1948 East Osceola Parkway |          |
| Kissimmee, Florida 34743  |          |

|                           |          |
|---------------------------|----------|
| Machelle M. McFalls       | Director |
| 1948 East Osceola Parkway |          |
| Kissimmee, Florida 34743  |          |

ARTICLE VIII  
Incorporator

The name and street address of the incorporator is :

| Name                | Address  |
|---------------------|--|
| Lorraine S. Moss    | 1948 East Osceola Parkway, Kissimmee, Fl 34743 |
| Machelle M. McFalls | 1948 East Osceola Parkway, Kissimmee, Fl 34743 |

ARTICLE IX  
By laws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

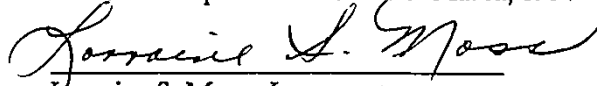
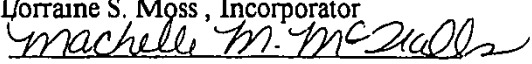
ARTICLE X  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI  
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporators executed these Articles of Incorporation this 21st of March, 1997

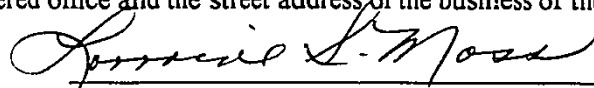
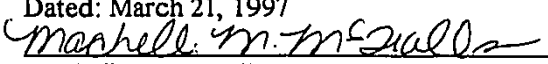
  
Lorraine S. Moss, Incorporator  
  
Machele M. McFalls, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

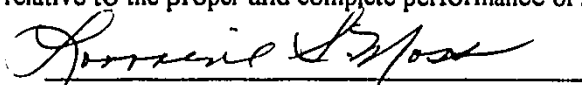
In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That CENTRAL FLORIDA DISCOUNT ATTRACTION SHOP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Kissimmee, State of Florida, has named Lorraine S. Moss, 1948 East Osceola Parkway, City of Kissimmee, State of Florida as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the registered agent are identical.

  
Lorraine S. Moss, Incorporator  
Dated: March 21, 1997  
  
Machele M. McFalls, Incorporator  
Dated: March 21, 1997

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Lorraine S. Moss, Registered Agent  
Dated: March 21, 1997

FILED  
97 MAR 25 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA