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P97000036994

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DIVISION OF CORPORATION

Ralph C. Datillio, Esq.

Broad & Cassel

Requestor's Name

215 S. Monroe St. Suite 400

Address

Tall. FL 32301 681-6810

City State Zip Phone

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*****35.00 *****35.00

CORPORATION(S) NAME

Theme World, Inc.

Amend

- | | | |
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| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of FLA. |
| <input type="checkbox"/> Reinstatement | <input checked="" type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
97 MAY -6 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLA.

Name	
Availability	5/8/97
Document Examiner	ADH
Updater	ADH
Verifier	ADH
Acknowledgment	ADH
W.P. Verifier	ADH

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00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1997

Ralph C. Datillio, Esq.
Broad & Cassel
215 S. Monroe St., Suite 400
Tallahassee, FL 32301

SUBJECT: THEME WORLD, INC.
Ref. Number: P97000036994

We have received your document for THEME WORLD, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 297A00024121

AMENDMENT OF ARTICLES OF INCORPORATION
OF
THEME WORLD, INC.

FILED
97 MAY -8 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of Theme World, Inc., a Florida corporation, hereby
Amends its Articles of Incorporation, as follows:

Article III. LIMITATION is hereby deleted and the following new Article is substituted
therefor:

"ARTICLE III. LIMITATION

Notwithstanding the foregoing or anything herein set forth to the contrary, the sole purpose of this corporation shall be to act as the General Partner of Theme World, L.P., a New Jersey Limited Partnership authorized to do business in Florida, Owner of the Theme World campground and improvements located at the southwest junction of Interstate 4 and U.S. Highway 27 in Davenport, Florida ("the Facility" as that term is defined in the Loan Agreement hereafter described) until all indebtedness (the "Indebtedness), referred to in that certain Loan Agreement (the "Loan Agreement") between Theme World, L.P., as Borrower, and GLN Capital Co., LLC, as Lender, has been paid in full, which Indebtedness is secured by all the real and personal property owned by Theme World, L.P. in accordance with all loan documents related thereto. This corporation shall not take any act that would cause this corporation not to be a "Single Purpose Entity" as hereinafter defined.

As used in this Article III:

"Single Purpose Entity" means a corporation which, at all times since its formation and

thereafter (i) is organized solely for the purpose of acting as the general partner of a limited partnership which owns the Facility, (ii) has not and will not engage in any business unrelated to the acting as a general partner of a limited partnership which owns the Facility, (iii) has not and will not have any assets other than its general partnership interest in the limited partnership which owns the Facility, as applicable, (iv) except as otherwise expressly permitted by the Loan Agreement, has not and will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, transfer of partnership, membership or shareholder interests or amendment of its limited partnership agreement, articles of incorporation, articles of organization, certificate of formation or operating agreement (as applicable), (v) at all relevant times will have at least one Independent Director, (vi) the board of directors of the board of directors may not take any action requiring the unanimous affirmative vote of 100% of the members of the board of directors unless all of the directors, including an Independent Director shall have participated in such vote, (vii) has not and will not fail to correct any known misunderstanding regarding the separate identity of such entity, (viii) has at least one member that is a Single-Purpose Entity which is a corporation, and such corporation is the managing member of such limited liability company without the unanimous consent of all of the partners, directors (including without limitation an Independent Director) or members, as applicable, has not and will not without respect to itself or to any other entity in which it has a direct or indirect legal or beneficial ownership interest (a) file a bankruptcy, insolvency or reorganization petition or otherwise institute insolvency proceedings or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally; (b) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar

official for such entity or all or any portion of such entity's property; (c) make any assignment for the benefit of such entity's creditors; or (d) take any action that might cause such entity to become insolvent, (ix) has maintained and will maintain its accounts, books and records separate from any other person or entity, (x) has maintained and will maintain its books, records resolutions and agreements as official records, (xi) has not and will not commingle its funds or assets with those of any other entity, (xii) has held and will hold its assets in its own name, (xiii) has conducted and will conduct its business in its name, (xiv) has maintained and will maintain its financial statements, accounting records and other entity documents separate from any other person or entity, (xv) has paid and will pay its own liabilities out of its own funds and assets, (xvi) has observed and will observe all partnership, corporate or limited liability company formalities as applicable, (xvii) has maintained and will maintain an arms-length relationship with its affiliates, (xviii) (a) if such entity acts as a general partner of a limited partnership which owns the Facility, has no indebtedness other than unsecured trade payables in the ordinary course of business relating to acting as general partner of the limited partnership which owns the Facility which (1) do not exceed, at any time, \$10,000 and (2) are paid within thirty (30) days of the date incurred, (xix) has not and will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity except for the Indebtedness, (xx) will not acquire obligations or securities of its partners, members or shareholders, (xxi) has allocated and will allocate fairly and reasonably shared expenses, including, without limitation, shared office space and uses separate stationary, invoices and checks, (xxii) except pursuant hereto, has not and will not pledge its assets for the benefit of any other person or entity, (xxiii) has held and identified itself and will hold itself out

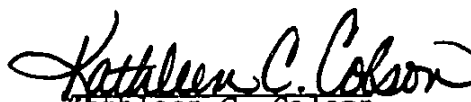
and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity, (xxiv) has not made and will not make loans to any person or entity, (xxv) has not and will not identify its partners, members or shareholders, or any affiliates of any of them as a division or part of it, (xxvi) has not entered and will not enter into or be a party to, any transaction with its partners, members, shareholders or its affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arms-length transaction with an unrelated third party, (xxvii) has paid and will pay the salaries of its own employees from its own funds, and (xxviii) has maintained and will maintain adequate capital in light of its contemplated business operations."

This amendment was adopted on May 5, 1997 by the sole incorporator of the corporation without shareholder action. Shareholder action was not required there being no shares issued at the time of adoption.


RALPH C. DATILLIO
Incorporator

STATE OF FLORIDA)
COUNTY OF LEON) SS:

BEFORE ME, a Notary of Public, authorized to take acknowledgments in the state and county aforesaid, personally appeared RALPH C. DATILLIO, who acknowledged before me that he executed the Amendment of Articles of Incorporation above set forth. Witness my hand and seal this 8 day of May, 1997.


Kathleen C. Colson
Notary Public
My Commission Expires:

