

John Schwartz

P970000038333

(407) 931-2886

(407) 931-2933

MEMBER FLORIDA AND CALIFORNIA BAR

Attorney at Law

April 22, 1997

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

Re: Orlando's Attraction Ticket Wholesalers & Services, Inc.

Gentleman:

Enclosed please find the original and copy of the  
Articles of Incorporation of Orlando's Attraction Ticket  
Wholesalers & Services, 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,

John Schwartz

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
ORLANDO'S ATTRACTION TICKET WHOLESALERS & SERVICES, 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 : ORLANDO'S ATTRACTION TICKET WHOLESALERS & SERVICES, INC.

ARTICLE II  
Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 3101 TALL GRASS PL., KISSIMMEE, FL 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 CHRISTINE E. BIRD. The street address of the initial registered office of this corporation, which is identical with the business

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office of the registered agent is , 3101 TALL GRASS PL., KISSIMMEE, FL 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:

CHRISTINE E. BIRD	Director
3101 TALL GRASS PL	
Kissimmee, Florida 34743	

**ARTICLE VIII**  
**Incorporator**

The name and street address of the incorporator is :

Name	Address
CHRISTINE E. BIRD	3101 TALL GRASS PL.
	Kissimmee, Florida 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.

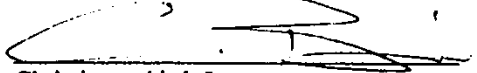
**ARTICLE X**  
**Indemnification**

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 incorporator executed these Articles of Incorporation this 22<sup>nd</sup> of April, 1997

  
Christine e. bird, 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 ORLANDO'S ATTRACTION TICKET WHOLESALER & SERVICES, 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 CHRISTINE E. BIRD, 3101 TALL GRASS PL., 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.

  
Christine E. Bird, Incorporator

Dated: 4/22/97

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.

  
Christine E. Bird, Registered Agent

Dated: 4/22/97

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