

P97000045385

Steven J. Ladoux
3560 S. Ocean Boulevard, #809
South Palm Beach, Florida 33480

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY 20 AM 8:24

FILED

EFFECTIVE DATE
5-16-97

May 16, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/20/97--01072--011
****122.50 ****122.50

Re: Wonderland Family Entertainment, Inc. / Articles of Incorporation

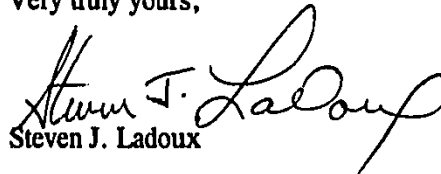
Dear Sir or Madam:

Enclosed herewith is an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	\$122.50

The original is to be filed in your office and the copy certified and returned to my attention using the enclosed stamped, self-addressed envelope.

Very truly yours,


Steven J. Ladoux

Enclosures

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Bm 5122197

ARTICLES OF INCORPORATION
OF EFFECTIVE DATE
5-16-97
WONDERLAND FAMILY ENTERTAINMENT, INC.,

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

Wonderland Family Entertainment, Inc.,

ARTICLE II

ADDRESS

The mailing address of the corporation is:

3560 S. Ocean Boulevard, #809
South Palm Beach, Florida 33480

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

3560 S. Ocean Boulevard, #809
South Palm Beach, Florida 33480

The name of the initial registered agent of this Corporation at that address shall be:

Steven J. Ladoux

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Steven J. Ladoux

Street Address

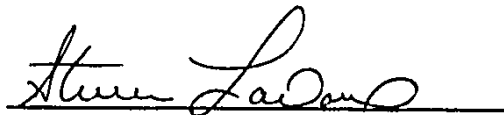
3560 S. Ocean Boulevard, #809
South Palm Beach, Florida 33480

ARTICLE VII

BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin shall be May 16, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at South Palm Beach, Florida, for the uses and purposes aforesaid, this 16th day of May, 1997.


Steven J. Ladoux, Incorporator

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Wonderland Family Entertainment, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 3560 S. Ocean Boulevard, #809, South Palm Beach, Florida 33480, has named Steven J. Ladoux located thereat as its registered agent to accept service of process within this State.

By: Steven J. Ladoux
Steven J. Ladoux, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: Steven J. Ladoux
Steven J. Ladoux, Registered Agent

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TALLAHASSEE, FLORIDA