



P97000059230

June 17, 1997

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Articles of Dissolution of IDEA FUN COMPANY, INC.  
Document Number P950000795896

INTERNATIONAL  
DESIGN AND  
ENTERTAINMENT  
ASSOCIATES

BUSINESS OFFICE  
213 E. Central Blvd.  
Orlando, FL 32801 USA  
Phone (407) 841-7010  
FAX (407) 841-5333

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Dissolution of IDEA FUN COMPANY, INC., for filing. A check in the amount of \$35.00 for the filing fee also is enclosed. Please return a confirmed copy of the Articles of Dissolution to me at your convenience.

Also enclosed please find one original and one copy of the Articles of Incorporation of IDEA Fun Co., for filing. A check in the amount of \$122.50 is included for the filing fee. It is our intention to form a new company under the same name for restructuring purposes.

If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

Julia A. Hobbs  
President

JAH/jmd

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-07/09/97--01060--010  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
97 JUL -7 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

idea UK, Ltd.  
37 Duke Street  
Fourth Floor  
London W1M 5DF  
England  
Phone 44-171-935-2044  
Fax 44-171-935-1688

idea co., Ltd.  
Wistaria Height Ichibancho #906  
8 Ichiban-cho, Chiyoda-ku  
Tokyo 102 Japan  
Phone 81-3-3237-6913  
Fax 81-3-3237-6913

W97-15026  
DMD  
6/27/97



July 1, 1997

Doris McDuffie  
Corporate Specialist Supervisor  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

INTERNATIONAL  
DESIGN AND  
ENTERTAINMENT  
ASSOCIATES

Re: Dissolution of IDEA FUN CO., and Incorporation of IDEA  
FUN CO.

BUSINESS OFFICE  
215 E. Central Blvd  
Orlando, FL 32801 USA  
Phone (407) 841-7010  
FAX (407) 841-5113

Dear Ms. McDuffie:

This letter is provided as requested by your correspondence of June 27, 1997, in support of the incorporation of IDEA FUN CO.

I am an officer (president), director and sole shareholder of IDEA FUN CO. I will also hold the same positions in the newly formed IDEA FUN CO. IDEA FUN CO., is being formed to replace the dissolved IDEA Fun Company. This is necessary to allow for a different corporate structure and additional shareholders.

I hereby confirm pursuant to Section 607.1405(4), a Florida Statue, that IDEA FUN CO. will not revoke its dissolution. IDEA FUN CO. hereby also authorizes the immediate release of its corporate name to IDEA FUN CO., and waives the 120 day waiting period relating to the same.

If you have any questions or need further information, please do not hesitate to contact me. Thank you.

Very truly yours,

Julia A. Hobbs

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 1 day of July, 1997, by Julia A. Hobbs as President of IDEA FUN Co. who is personally known to me or has produced drivers license as identification and who did/did not take an oath.

idea UK, Ltd.  
37 Duke Street  
Fourth floor  
London W1M 5DF  
England  
Phone 44-171-935-2044  
Fax 44-171-935-1600

idea co., Ltd.  
Wietaria Height Ichibancho #906  
8 Ichiban-cho, Chiyoda-ku  
Tokyo 102 Japan  
Phone 81-3-3237-6915  
Fax 81-3-3237-6913

  
Notary Public

Joanne M. Darden  
My Commission CC600790  
Expires November 11, 2000



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 27, 1997

JULIA A. HOBBS, PRESIDENT  
INTERNATIONAL DESIGN AND ENTERTAINMENT  
215 E CENTRAL BLVD.  
ORLANDO, FL 32801

SUBJECT: IDEA FUN COMPANY, INC.  
Ref. Number: W97000015026

We have received your document for IDEA FUN COMPANY, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Pursuant to Florida Statutes 607.1405(4), the dissolved corporation must provide a notarized affidavit signed by an officer stating that it will not revoke its dissolution, permitting immediate release of the corporate name, waiving the 120 days waiting period.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 297A00034089

ARTICLES OF INCORPORATION  
OF  
IDEA FUN CO.

FILED  
97 JUL -7 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of IDEA FUN CO., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation shall be:

IDEA FUN CO.

ARTICLE II. PRINCIPAL OFFICE

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

215 E. Central Blvd.  
Orlando, FL 32801

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

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

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of Common Stock with a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and such consideration may consist of

any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

#### **ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the registered agent are:

John M. Campbell  
110 University Park Drive  
Suite 115  
Winter Park, FL 32792

#### **ARTICLE VII. BOARD OF DIRECTORS**

The corporation shall have the number of directors as determined and elected in accordance with the bylaws. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

#### **ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator are:

Name	Address
Julia A. Hobbs	215 E. Central Blvd. Orlando, FL 32801

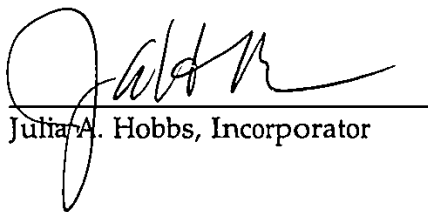
#### **ARTICLE IX. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholder's meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manners as may be provided by law.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of May, 1997.



Julia A. Hobbs, Incorporator

REGISTERED AGENT CERTIFICATION

FILED

97 JUL -7 AM 10:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


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

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the  
following is submitted.

That IDEA FUN CO., has designated its principal office, as indicated in the  
foregoing Articles Of Incorporation, at 215 E. Central Blvd., Orlando, Florida  
32801-1918, and has named John M. Campbell at 110 University Drive, Suite  
115, Winter Park, Florida 32792, as its agent accept service of process within  
this State.

ACKNOWLEDGMENT

Having been named to accept service of process for this Corporation named  
above, at the place designated in this certificate, John M. Campbell agrees to  
act in that capacity and to comply with the provisions of the Florida Business  
Corporation Act relative to keeping open the registered office.

  
John M. Campbell  
Registered Agent