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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: FUNTYME OF FLORIDA, INC.
AUDIT NUMBER.....H97000013844
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

F. 01433037 AUG 25 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1997

EMPIRE

SUBJECT: FUNTYME OF FLORIDA, INC.
REF: W97000019483

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name conflict is "FUNTIME INC."

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000013844
Letter Number: 097A00042520

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ARTICLES OF INCORPORATION

-of-

FunTyme Mini-Golf, Inc.

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE I - Name

The name of this corporation is FunTyme Mini-Golf, Inc.

ARTICLE II - Duration

This corporation shall exist in perpetuity.

ARTICLE III - Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2801 Evans Street, Hollywood, Florida 33020-1119, and the name of the initial registered agent of this corporation at that address is: Harry P. Stampler.

ARTICLE VI - Principal Place of Business

The principal place of business of this corporation shall be:

2801 Evans Street
Hollywood, Florida 33020-1119

Jay M. Gamberg, Esquire
FBN# 178235
4000 Hollywood Blvd., #350N
Hollywood, FL 33021
(954) 981-4411

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ARTICLE VII - Initial Board of Directors

This corporation shall have 2 Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Harry P. Stampler, Director and President
2801 Evans Street
Hollywood, Florida 33020

Ronald Vail, Director and Vice President
2801 Evans Street
Hollywood, Florida 33020

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Harry P. Stampler

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-laws be vested in the Board of Directors.

ARTICLE X - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - Indemnification

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

ARTICLE XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2th day of Aug, 1997.


Harry P. Stampler

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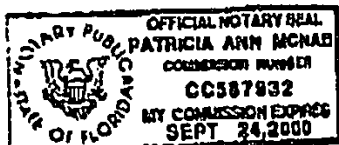
STATE OF FLORIDA
COUNTY OF BROWARD

Sworn to (or affirmed) and subscribed before me on
August 20th, 1997 by Harry P. Stampler.

Patricia McNab
NOTARY PUBLIC

PATRICIA MCNAB
[Print, type, or stamp commissioned name
of notary]

[one only]
 Personally known
 Produced identification Type of identification
produced _____



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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART THEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, The name of this corporation is FunTyme Mini-Golf, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Hollywood, County of Broward, State of Florida, has named Harry P. Stampler, located at 2801 Evans Street, Hollywood, Florida 33020-1119, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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