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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: FUN TIME RIDES, INC.
AUDIT NUMBER.....H97000014109
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1997

EMPIRE

SUBJECT: FUN TIME RIDES, INC.
REF: W97000019905

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Fraida Chesser
Corporate Specialist

FAX Aud. #: H97000014109
Letter Number: 097A00043238

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**ARTICLES OF INCORPORATION
OF
FUN TIME RIDES, INC.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

FUN TIME RIDES, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and the objectives and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue be sued, complain, defend in its corporate name in all actions or proceedings

To have a corporate seal, which may be altered at pleasure and use the same by causing it or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign

Pedro M. Gallinar
1432 West 49th Street
Hialeah, FL. 33012 (305) 821-6888

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corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or outside this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not consistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of government policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee, or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

JORGE ALVAREZ
1143 West 50th Street
Hialeah, FL. 33012

ARTICLE VI

The initial Board of Directors shall consist of a total of two persons and the name and address of the person who are to serve as the initial directors are:

Jorge Alvarez 1143 West 50th Street, Hialeah, FL. 33012
Alejandra Alvarez 1143 West 50th Street Hialeah, FL. 33012

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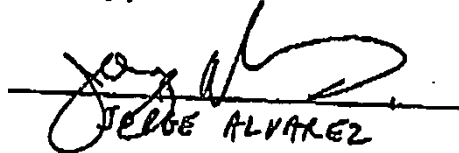
ARTICLE VII

The address of the principal office of this corporation is:
1143 W. 50th STREET HIALEAH, FL. 33012

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:
JORGE ALVAREZ
1143 W. 50th STREET HIALEAH, FL. 33012

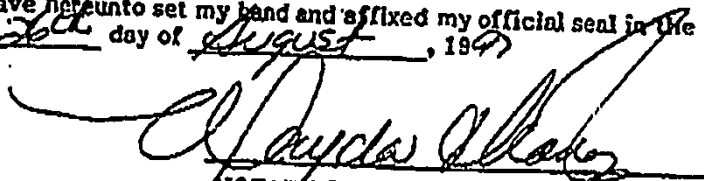
IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these articles of incorporation this 26 day of AUGUST, 1997


JORGE ALVAREZ

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set fourth above, personally appeared Jorge Alvarez known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 26th day of August, 1997


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



MAYDA CHAVEZ
My Commission OC400851
Expires Aug. 18, 1999
Bonded by ANB
800-800-6676

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

JORGE ALVAREZ
1143 WEST 50th STREET
HIALEAH, FL. 33012

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That FUN TIME RIDES, INC.

(Name of Corporation)

desiring to organize under the laws of the State of Florida

(Florida)

with its principal office, as indicated in the articles of incorporation at City of HIALEAH County

(City)

of DADE State of Florida

(County)

(State)

has named JORGE ALVAREZ

(Name of Resident Agent)

located at 1143 WEST 50th ST.

(Street address and number of building,
Post Office Box address not acceptable)

City of HIALEAH County of Dade

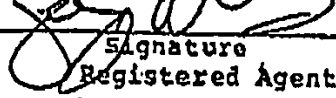
(City)

(County)

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT).

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
Signature
Registered Agent
JORGE ALVAREZ

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