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**CORPORATE
ACCESS,
INC.**

797000086537

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.) Wonderland Entertainment, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
97 OCT -7 PM 3:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT -7 AM 10:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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K. Rolfe

OCT -7 1997

ARTICLES OF INCORPORATION
OF
WONDERLAND ENTERTAINMENT, INC.

FILED
97 OCT -7 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Wonderland Entertainment, Inc.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 100 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street addressee of the initial registered office of the corporation shall be:

H. Tony Berger
770 Cloughton Island Drive
Suite PH-25
Miami, Florida 33131

ARTICLE VI

This corporation shall have two (2) directors initially. The names and addresses of the initial directors of the corporation, each of whom shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office are:

H. Tony Berger
770 Claughton Island Drive
Suite PH-25
Miami, Florida 33131

Adam M. Frank
c/o H. Tony Berger
770 Claughton Island Drive
Suite PH-25
Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the by-laws of the corporation, but shall not be less than one (1).

ARTICLE VII

The name and address of the incorporator of the corporation is:

H. Tony Berger
770 Claughton Island Drive
Suite PH-25
Miami, Florida 33131

ARTICLE VIII

The mailing address and principle place of business of the corporation shall be:

770 Cloughton Island Drive
Suite PH-25
Miami, Florida 33131

Executed at Miami, County, Florida, this 6th day of October, 1997.

H-Tony Berger
H. Tony Berger

STATE OF FLORIDA)

SS.:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6 day of October, 1997, by H. Tony Berger, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Michelle Rodriguez
Notary Public
Print Name: _____
State of Florida at Large

My Commission Expires:



MICHELLE RODRIGUEZ
MY COMMISSION # CC403133 EXPIRES
August 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

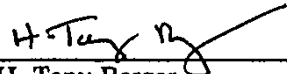
Wonderland Entertainment, Inc.

2. The name and address of the registered agent and office is:

H. Tony Berger
770 Claughton Island Drive
Suite PH-25
Miami, Florida 33131

Having been named as registered agent of Wonderland Entertainment, Inc. the undersigned accepts such appointment and agrees to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 6th day of October, 1997.



H. Tony Berger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA