

LAVIGNE & LANE, P.A.
An International Law Firm
FLORIDA • UNITED KINGDOM • GERMANY

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E-Mail: laviglan@gate.net
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London Office
150 Mark Lane
London EC3A 7LF
Tel: 0171 464-2110
Fax: 0171 464-2107

Orlando

P 97 000 04 578

November 10, 1997

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

200002345872--0
-11/13/97--01017--011
****122.50****122.50

Re: Family Entertainment Centers, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Resident Agent for Family Entertainment Centers, Inc.

Also enclosed is a check in the amount of \$122.50 to cover the charter tax, filing of the Articles of Incorporation, a certified copy of the Articles of Incorporation, and the filing of approval of the Resident Agent.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

LAVIGNE & LANE, P.A.
5401 S. KIRKMAN ROAD, SUITE 500
ORLANDO, FLORIDA 32819
(407) 363-4821

Your attention to this matter is most appreciated.

Very truly yours,

James R. LaVigne
James R. Lavigne, Esquire
2 LA.

JRL/dlp
Enclosures

F. CHESSEY NOV 26 1997

F. CHESSEY DEC 12 1997

Affiliated Offices in Germany

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Miami/Ft. Lauderdale (305) 981-9602 Naples/Fort Myers (941) 434-8686

London Office
150 Minories
London, EC3N 1LS
Tel: 0171-264-2110
Fax: 0171-264-2107

Reply to: **Orlando**

November 20, 1997

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
Attention: Freida Chesser, Corporate Specialist

Re: Family Entertainment Centers, Inc.
Ref. Number: W97000025914

Dear Ms. Chesser:

Thank you for your letter of November 17, 1997. I enclose with this letter a copy of your cover letter and the corrected Articles of Incorporation, one original and one copy listing only one registered agent. Thank you for your attention to this matter.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

LAVIGNE & LANE, P.A.
5401 S. KIRKMAN ROAD, SUITE 500
ORLANDO, FLORIDA 32819
(407) 363-4821

Very truly yours,

James R. Lavigne
James R. Lavigne, Esquire

JRL/dlp
Enclosures

FILED
97 DEC 11 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1997

LAVIGNE & LANE PA
5401 S KIRKMAN ROAD STE 500
ORLANDO, FL 32819

SUBJECT: FAMILY ENTERTAINMENT CENTERS, INC.
Ref. Number: W97000025914

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

We have received your document for FAMILY ENTERTAINMENT CENTERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

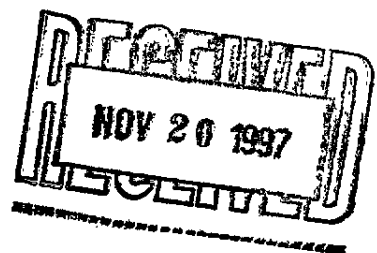
YOU CAN ONLY LIST ONE REGISTERED AGENT.

Please return the original and one copy of 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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 897A00055041



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London Office
150 Minorics
London, EC3N 1LS
Tel: 0171-264-2110
Fax: 0171-264-2107

Reply to: **Orlando**

December 8, 1997

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
Attention: Freida Chesser, Corporate Specialist

Re: Family Entertainment Centers, Inc.
Ref. Number: W97000026614

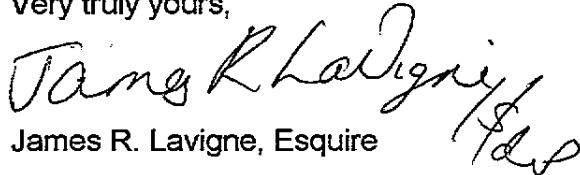
Dear Ms. Chesser:

Thank you for your letter of November 26, 1997. I enclose with this letter a copy of your cover letter and the corrected Articles of Incorporation, one original and one copy, amending the name of the corporation to one that is available with your office. Thank you for your attention to this matter.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

LAVIGNE & LANE, P.A.
5401 S. KIRKMAN ROAD, SUITE 500
ORLANDO, FLORIDA 32819
(407) 363-4821

Very truly yours,


James R. Lavigne, Esquire

JRL/dlp
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Family Entertainment Centers Holding Company, Inc.

The undersigned initiator to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits, and obligations conferred and imposed by the said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the corporation shall be Family Entertainment Centers Holding Company, Inc.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation, with the Department of State, State of Florida.

ARTICLE III

PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida General Corporation Law, as in effect from time to time, including but not limited to the following purposes:

pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description;

(b) To act as broker, agent or factor for any person, firm or corporation.

(c) To purchase, lease, or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(d) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform, and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

(g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

(h) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its shareholders or in the event of the death of any of its shareholders. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless

such provision shall be noted upon the certificate evidencing the ownership of the said stock.

(i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part of the world, at which meetings of directors may be held and all or any part of the corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the state of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of Capital Stock authorized shall consist of one hundred thousand (100,000) shares of common voting stock having a par value of Ten Dollars (\$10.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of the Corporation. The Capital Stock of the Corporation may be increased or decreased at any time as provided by the laws of Florida.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

ARTICLE V

NO SHARES ISSUED IN SERIES

The shares of the Capital Stock of the Corporation are not to be issued in series.

ARTICLE VI

NO PRE-EMPTIVE RIGHTS

No holder of shares of the Capital Stock of any class of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine from time to time and at such price as the Board of Directors may fix from time to time; and any shares of stock or convertible obligations which the Corporation may determine to offer for the subscription to the holders of stock may be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this Article, the expression "convertible obligations" shall include any notes, bonds, or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. The Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE VII

AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901 of the Florida Statutes, expressly elects not to be governed by the said Section, pertaining to Affiliated Transactions.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall have the authority to indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation in accordance with its Bylaws, pursuant to an agreement authorized by the Board of Directors with such person or as otherwise permitted under the Florida General Corporation Law.

ARTICLE IX

INITIAL CORPORATE ADDRESS AND REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 234 Willard Street, Cocoa, FL 32922. The street address of the initial registered office of the Corporation is 234 Willard Street, Cocoa, FL 32922. The name of the initial registered agent of this Corporation at that address is Alan Prescott.

ARTICLE X

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) Directors initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Alan Prescott	AND	Sean Prescott
234 Willard Street		234 Willard Street
Cocoa, FL 32922		Cocoa, FL 32922

ARTICLE XI

INCORPORATOR

The name and address of the Incorporators of this Corporation are:

Alan Prescott	AND	Sean Prescott
234 Willard Street		234 Willard Street
Cocoa, FL 32922		Cocoa, FL 32922

ARTICLE XII

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XIII

PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporators, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside the state of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) The Board of Directors may elect various individuals, whether or not they are members of the Board of Directors, to serve the Corporation as officers. Said officer positions shall be described in the Corporation's Bylaws. Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officers or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.

(j) The Board of Directors may adopt a set of Bylaws which shall regulate further the affairs of this Corporation. The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders' meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the above-named Incorporators have hereunto subscribed their names this 6 day of November, 1997.



ALAN PRESCOTT
Incorporator


SEAN PRESCOTT
Incorporator

STATE OF FLORIDA

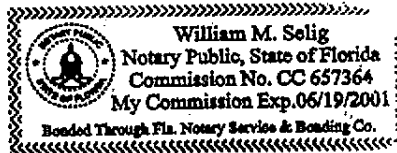
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared Alan Prescott, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal at the County and State aforesaid this 6th day of November, 1997.


Notary Public, State of Florida

My commission expires:



STATE OF FLORIDA

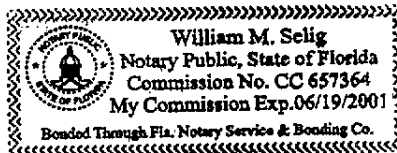
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared Sean Prescott, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal at the County and State aforesaid this 6th day of November, 1997.


Notary Public, State of Florida

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:** Family Entertainment

Centers Holding Company, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Cocoa, Florida, has Alan Prescott, located at 234 Willard Street, Cocoa, FL 32922, as its AGENT FOR ACCEPTANCE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

ALAN PRESCOTT
INCORPORATOR

SIGNATURE: _____

SEAN PRESCOTT
INCORPORATOR

DATE: November 6th, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.325, RELEVANT TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

ALAN PRESCOTT

DATE: November 6th, 1997

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97 DEC 11 AM 8:17
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TALLAHASSEE, FLORIDA