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March 10, 1998

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***122.50 ***122.50

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32312

Re: DOWN BY THE RIVER CONCESSIONS, INC.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50, Articles of Incorporation and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing fee

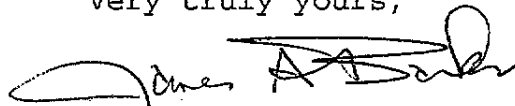
\$35.00 - Designating Registered Agent

\$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/pwp
Enclosure

FILED
98 MAR 17 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 19 1998

ARTICLES OF INCORPORATION
OF
DOWN BY THE RIVER CONCESSIONS, INC.

The undersigned incorporator to these Articles of Incorporation hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: DOWN BY THE RIVER CONCESSIONS, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this corporation is to engage in any and all lawful business permitted under the Laws of the United States and the Laws of the State of Florida, except to do business as a bank, railroad, canal, or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this corporation is authorized to issue is: 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

FILED
98 MAR 17 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is 900 South Sparkman, Orange City, Florida 32763, and the name of the initial registered agent of this corporation is MICHAEL R. MORRIS.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

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

MICHAEL R. MORRIS
900 South Sparkman
Orange City, FL 32763

ARTICLE VII. INCORPORATORS

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

MICHAEL R. MORRIS
900 South Sparkman
Orange City, FL 32763

ARTICLE VIII. 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 these reservations.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 9th day of March, 1998.



Michael R. Morris, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 9th day of March, 1998,
by MICHAEL R. MORRIS, who is personally known to me.

Patricia W. Page



Patricia W. Page
MY COMMISSION # CC634975 EXPIRES
July 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS
WITHIN THIS STATE

Pursuant to Florida Statutes, this is to certify that DOWN BY THE RIVER CONCESSIONS, INC., a corporation duly organized and existing under the Laws of the State of Florida, has named MICHAEL R. MORRIS, 900 South Sparkman, Orange City, Florida 32763, as its agent to accept service of process within this State and the said address as the office for such service of process.



President

ACKNOWLEDGMENT

Having been named to accept service of process for the above State corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By: 

Registered Agent

FILED
98 MAR 17 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA