

Troup & Associates, CPAs, PA
Certified Public Accountants

P980000067498

July 27, 1998

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/29/98--01020--007
****122.50 ****122.50

Re: DONKEY'S FINE RIDES AND CLASSICS, INC.

Dear Sirs:

Please find enclosed two copies of the Articles of Incorporation for the aforementioned, Donkey's Fine Rides and Classics, Inc.

A check in the amount of \$122.50 for the filing of same, and the return of a certified copy, is attached. A self-addressed envelope is enclosed for your convenience.

If you have any questions or require additional information, please advise.

Sincerely,

David L. Troup

David L. Troup
Certified Public Accountant

DLT/pp

Enclosures (3)

FILED
98 JUL 29 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DONKEY'S FINE RIDES AND CLASSICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

DONKEY'S FINE RIDES AND CLASSICS, INC.

ARTICLE II

The general purpose of the corporation shall be to conduct business or engage in any other activity under the laws of the State of Florida and the United States, whether for profit or other wise.

ARTICLE III

The corporation shall begin existence as of the date of filing with the Secretary of State and shall have perpetual existence.

ARTICLE IV

The amount of capital with which the corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

The amount of capital stock authorized to be issued by the corporation shall be one hundred thousand (100,000) shares of common stock having a par value of one dollar (\$1.00) per share. Each of the shares of said stock shall entitle the holder thereof to one vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, property, labor or services at a fair evaluation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non assessable. The stock shall be issued pursuant to Section 1244 of the Internal Revenue Code, 1954, as amended.

ARTICLE VI

The street address of the corporation's initial principal office shall be 3505 Tarpon Woods Boulevard, Condo Four Q407, Palm Harbor, Florida 34685, and the name of the corporation's initial registered agent at such address is William L. Lindsey. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with the provisions of Section 607.037 of the Florida Statutes.

ARTICLE VII

There shall not be fewer than one director of said corporation.

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be two and the names and addresses of the persons who are to serve as members thereof are as follows:

William L. Lindsey
3505 Tarpon Woods Boulevard
Condo Four Q407
Palm Harbor, Florida 34685

Susan A. Lindsey
3505 Tarpon Woods Boulevard
Condo Four Q407
Palm Harbor, Florida 34685

ARTICLE IX

The name and address of the incorporator is as follows:

William L. Lindsey
3505 Tarpon Woods Boulevard
Condo Four Q407
Palm Harbor, Florida 34685

ARTICLE X

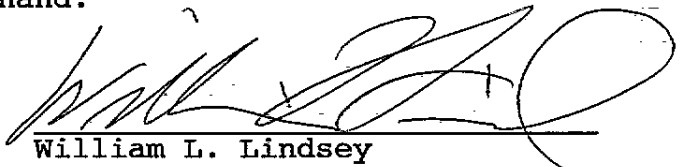
The holders of the stock of this corporation shall have the preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally issued and subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash,

property, labor, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholders herein shall be subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated, and have hereunto set my hand.

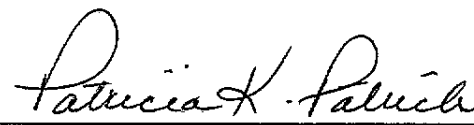

William L. Lindsey

STATE OF FLORIDA

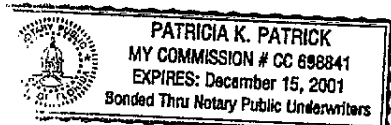
COUNTY OF PINELLAS

BEFORE ME, THE undersigned authority, on this 27th day of July, 1998, personally appeared William L. Lindsey, who is personally known to me or who has produced (type of identification) as identification to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the year and day last aforesaid.


NOTARY PUBLIC
State of Florida at Large

Seal:



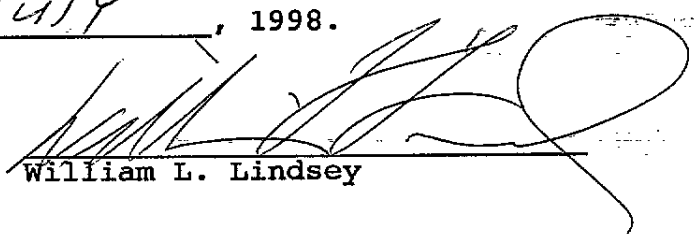
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITH THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

FIRST....That DONKEY'S FINE RIDES AND CLASSICS, INC., desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation
at the City of Palm Harbor, County of Pinellas, State of Florida,
has named William L. Lindsey, 3505 Tarpon Woods Boulevard, Condo
4 Q407, Palm Harbor, Florida 34685 as its agent to accept
service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process
for the above state corporation, at the 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.

Dated this 27 day of July, 1998.


William L. Lindsey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA