

THE UNITED STATES **CORPORATION**

ACCOUNT NO.: 07210000032

REFERENCE: 914445 4656E

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 3, 1998

ORDER TIME : 4:57 PM

ORDER NO. : 914445-010

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL

Suite 2050

Orlando, FL 32801

111 North_Orange Avenue 500002606445--6

DOMESTIC FILING

NAME:

ARTIFACTS HOLDING COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

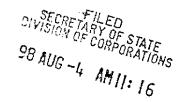
_____ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION OF ARTIFACTS HOLDING COMPANY



ARTICLE I - NAME

The name of this corporation is ARTIFACTS HOLDING COMPANY

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is c/o Fantasy of Flight, 1400 Broadway Blvd., South East, Polk City, Florida 33868. The initial mailing address of the corporation is c/o Fantasy of Flight, 1400 Broadway Blvd., South East, Polk City, Florida 33868

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$.0001.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the initial registered agent of the corporation at that address is Corporation Service Company ("CSC").

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name Address

Michele Turton 111 North Orange Avenue

Suite 2050

Orlando, Florida 32801

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this <u>/</u> day of August, 1998.

By:

Michele Turton

Incorporator

FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **Artifacts Holding Company**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1201 Hays Street, Tallahassee, Florida 32301, has named Corporation Service Company ("CSC") as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: August _____,1998

By: <u>AQUIDEA & Q. Skipper</u>) <u>Qs agent</u>

Corporation Service Company, Registered Agent

DIVISION OF CORPORATIONS

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