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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 17, 1998

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: J. Miles Funhouse, Inc.

Dear Sir:

Enclosed please find the originally executed Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 made payable to the "Secretary of State" in payment of all filing fees.

Please return the certified copy of the Articles of Incorporation to the undersigned.

Thank you,


Gerald Miles
J. Miles Funhouse, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
J. MILES FUNHOUSE, INC.

ARTICLE I

The name of this Corporation is: J. Miles Funhouse, Inc.

ARTICLE II

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

This Corporation is authorized to issue 1,000 shares of common stock, no par value.

ARTICLE IV

Transfer of shares of this corporation is restricted to entities who have been unanimously approved by all existing shareholders. Existing shareholders shall have the right of first refusal to purchase any newly-issued or existing shares. Any shareholder must give written notice by hand-delivery of its intent to sell its shares to all existing shareholders; any shareholder wishing to exercise its option to buy must notify the seller in writing by hand-delivery within thirty (30) days from receipt of the Notice of Intent to Sell. Payment for the shares shall be made within one-hundred-and-twenty (120) days from the date of notification by the buyer of its intent to exercise its option to buy. Transfer of the shares shall be effective only upon full payment of the shares. The original value of the shares shall be established at half (1/2) the total amount of investment by the shareholders, minus half (1/2) of the corporation liabilities for a six (6) month period to cover

rent, utilities and insurance only. Thereafter, the corporation shall on a bi-annual basis establish the value of the shares based on present liabilities and assets of the corporation. Any sale of shares shall be at the value last established by the corporation.

In the event of the death of any shareholder, ownership of its shares shall revert back to the corporation to be distributed on a pro-rata basis to the remaining shareholders. No payment shall be made by the corporation or its remaining shareholders to the estate of the deceased who by having accepted ownership of the shares has agreed to this clause.

Effective two (2) years from the date of incorporation of this corporation, the corporation shall contract for, pay for, and maintain in good standing a life insurance policy in an amount to be established by the corporation on every shareholder holding thirty-five (35%) or more of the issued shares. Such life insurance policies shall be written to the benefit of the estate of the deceased, and shall be deemed good and valuable consideration for the return to the corporation of the deceased's shares in this corporation.

Upon the sale of all issued shares to an entity other than an existing shareholder, five percent (5%) of the sale price shall first be distributed to Gerald Miles for value received in good will and name use by the corporation; the remaining sale price shall be distributed on a pro-rata basis to the shareholders. In the event of the death of Gerald Miles prior to the sale of all issued shares to an entity other than an existing shareholder, any further expansion or additional use of the name "J. Miles Funhouse" will require written approval of the estate of Gerald Miles.

ARTICLE V

The amount of capital with which this Corporation will begin business shall not be less than \$500.00

ARTICLE VI

The Corporation shall have a perpetual existence.

ARTICLE VII

The address of the principal place of business or principal office of this Corporation is: 1126 S Federal Highway, Suite 185, Ft Lauderdale, FL 33316

ARTICLE VIII

The name of the initial registered agent of this Corporation is: Gerald Miles the address of the initial registered office of this Corporation is: 515 East Broward Blvd, Ft Lauderdale, FL 33301.

ARTICLE IX

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is:

Gerald Miles
1126 S Federal Highway, Suite 185
Ft Lauderdale, FL 33316

ARTICLE X

This Corporation shall and does hereby indemnify and hold harmless every director and every officer, or every former director and every former officer, their heirs, executors, and administrators to the full extent permitted by law.

ARTICLE XI

No contract or other transaction between this Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer or are the directors or officers of such other corporation and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which this Corporation is interested in, and no contract, act or transaction with any person or persons, firm or corporation in the absence of fraud, shall

be effected or invalidated by the fact that any director or directors of this Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any firm, association or corporation in which he may be anywise interested.

ARTICLE XII

The name and address of the incorporator of this Corporation is Gerald Miles, 1126 S Federal Highway, Suite 185, Ft Lauderdale, FL 33316.

ARTICLE XIII

These Articles of Incorporation may be amended by a positive vote of shareholders holding seventy-five percent (75%) of all shares issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 2 day of October, 1998.


Gerald Miles
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF)

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Before me, a notary public authorized to take acknowledgments in the State and County set above, personally appeared Gerald Miles who has produced the following identification Florida Drivers License #M420-296-59-452-0 and who did take an oath, and who is known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and has acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal, in the State and County aforesaid, this 2 day of October, 1998.

Richard L. Lederman
Notary Public
State of Florida at Large

My commission expires:



RICHARD L. LEDERMAN
My Commission CC487482
Expires Jun. 19, 1999
Bonded by HAI
800-422-1555

ACCEPTANCE OF APPOINTMENT

OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

Gerald Miles
Gerald Miles