

Century City Development Corporation

§ Building Tomorrow's Attractions §

11006 Fourth Street North
St. Petersburg, Florida 33716

727.576.9374
Fax: 727.576.6276

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 4:12

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October 1, 1998

Florida Secretary of State
Domestic Corporation Filings Section
Post Office Box 6327
Tallahassee, Florida 32314
Attn: New Filings

000002659640--3
-10/08/98-01088-008
*****70.00 *****70.00


Dear Secretary:

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the above named corporation. Enclosed is a \$70.00 money order payable to you to cover the filing fee. No certified copy is needed.

Please notify my office by regular mail of the date and file number of this filing.

If you require any further information, please contact me directly before returning any documents.

Respectfully,



R. Lynn Reed
President

RLR/ds

Enclosures (1)

cc: Mr. Ron Walker
Mr. L. R. Williams

F. CHESSEY OCT 9 1998

Articles of Incorporation
of
Century City Development Corporation

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FOR TWENTY DOLLARS U.S. and for other good and valuable consideration in hand paid and receipt acknowledged, the undersigned, acting as general incorporators under statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declare, adopt, ratify, and give notice of the following articles of incorporation:

ARTICLE I: Name and Principal Place of Business

The name of this corporation is Century City Development Corporation. The initial principal place of business shall be 11006 Fourth Street North, St. Petersburg, Florida 33716. 727.576.9379.

ARTICLE II: Commencement and Duration

This Corporation shall commence in existence upon the date last hereinappearing. If filing is delayed so that more than five (5) days have elapsed from said date hereof and the filing by the Secretary of State, then in that event this Corporation shall be deemed to have commenced on that date five (5) days prior to its being filed with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporators' intent that this Corporation commence in existence upon the date last hereinappearing, being the date of actual creation. This Corporation shall exist perpetually after filing or until sooner terminated by lawful act of its shareholders and directors.

ARTICLE III: Purpose

The purpose for which this Corporation is organized is to engage in any activity permitted to for-profit corporations having their principal offices in this State, particularly, but not limited to, the development of public amusements, recreations, and entertainment facilities.

ARTICLE IV: Authorized Shares

1. Number. The aggregate number of shares that the corporation shall have the authority to issue is 100,000 shares of common capital stock par one cent (\$0.01) per share.

2. Subscriptions. R. Lynn Reed of 11006 Fourth Street North, St. Petersburg, Florida 33716 subscribes for one share. Ron Walker of 209 Nestle Branch Drive, Safety Harbor, Florida 34695 subscribed for one share. L. R. Williams of 1125 77th Street North, St. Petersburg, Florida 33710 subscribes for one share.

3. Stated Capital. The sum par value of all shares of capital stock of the corporation shall be the stated capital of the corporation.

4. Dividends. The holders of issued shares of capital stock shall be entitled to receive, when and as declared by the directors, annual or quarterly dividends payable either in cash, in property, or issuable shares of the corporation.

5. No Classes of Stock. Until these articles are duly amended in accordance with law, the shares of this Corporation shall not be divided into classes; there shall initially be but one class of stock in this Corporation, i.e., voting common stock capital shares.

6. No Shares in Series. The Corporation is not yet authorized to issue shares in series.

ARTICLE V: Registered Agent

The initial registered agent of the Corporation is: R. Lynn Reed, whose business address at which he will accept service of process for the Corporation is 11006 Fourth Street North, St. Petersburg, Florida 33716 (727.576.9379); his acceptance of appointment is filed herewith and made a part hereof by reference.

ARTICLE VI: Number of Directors

The number of duly elected directors of this Corporation shall be not less than three.

ARTICLE VII: Incorporation Directors

The names and addresses of the persons who shall serve as incorporation directors are: R. Lynn Reed of 11006 Fourth Street North, St. Petersburg, Florida 33716; Ron Walker of 209 Nestle Branch Drive, Safety Harbor, Florida 34695; and L. R. Williams of 1125 77th Street North, St. Petersburg, Florida 33710; who shall serve in the capacity of temporary incorporation directors until the organizational meeting, at which meeting they shall appoint a president and secretary *pro temp* who shall, by their authority and at their express written direction, issue subscribed shares of the Corporation's common stock for value received in accordance with the subscriptions contained herein, whereupon the new shareholders will elect the incorporation directors' permanent replacements to serve and hold their offices as fully elected directors thereafter in accordance with Florida Law, these articles, and the by-laws of the corporation. Upon taking office, the fully elected directors shall ratify all prior acts and accept the immediate resignation of the incorporation directors, who shall thereafter have no further powers or obligations.

ARTICLE VIII: Incorporators

The names and addresses of the incorporators are: R. Lynn Reed of 11006 Fourth Street North, St. Petersburg, Florida 33716; Ron Walker of 209 Nestle Branch Drive, Safety Harbor, Florida 34695; and L. R. Williams of 1125 77th Street North, St. Petersburg, Florida 33710.

ARTICLE IX: Amendment of Articles

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at any fully noticed stockholders meeting provided that all directors shall have actual and reasonable notice thereof.

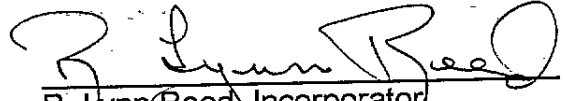
ARTICLE X: Pre-Emptive Rights

Each initial shareholder shall have pre-emptive rights to purchase all authorized shares at par prior to same being offered to any other shareholder or third party provided the directors unanimously approve.

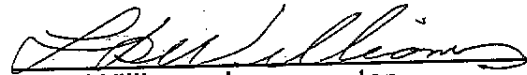
ARTICLE XI: Cumulative Voting

Shareholders shall vote their shares directly, i.e., there shall be no cumulative voting of shares.

IN WITNESS WHEREOF the undersigned incorporators declare these Articles of Incorporation for Century City Development Corporation, hereunder setting their hands this 4th day of October, 1998.


R. Lynn Reed, Incorporator

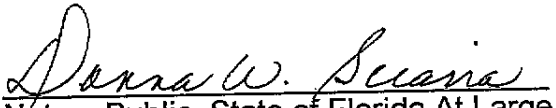

Ron Walker, Incorporator


L. R. Williams, Incorporator

STATE OF FLORIDA]
COUNTY OF PINELLAS]

BEFORE ME, the undersigned authority, personally appeared R. Lynn Reed, Ron Walker, and L. R. Williams who, being by me first duly sworn or affirmed and identified by Florida Drivers License as the persons described hereinabove, did execute the foregoing in my presence as incorporators for Century City Development Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal the date last hereinabove appearing.


Notary Public, State of Florida At Large



Donna W Sclarra
My Commission CC713657
Expires February 4, 2002

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR
THE SERVICE OF PROCESS WITHIN 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:

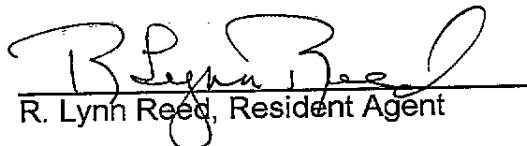
WITNESSETH that Century City Development Corporation desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: R. Lynn Reed of 11006 Fourth Street North, St. Petersburg, Florida 33716, whose business address at which he will accept service of process for the Corporation is R. Lynn Reed of 11006 Fourth Street North, St. Petersburg, Florida 33716 (727.576.9379), and his acceptance of appointment is filed herewith and made a part hereof by reference.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the date last hereinappearing and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 4th day of October, 1998.

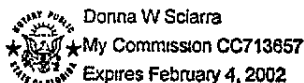

R. Lynn Reed, Resident Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared R. Lynn Reed who, being by me first duly sworn or affirmed and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal this 4th day of October, 1998.


Notary Public, State of Florida at Large



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