200009541

THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE: 026810 129974A

AUTHORIZATION ?

COST LIMIT : \$ 70.00

ORDER DATE: November 10, 1998

ORDER TIME : 3:07 PM

ORDER NO. : 026810-005

CUSTOMER NO: 129974A

100002685221--9

CUSTOMER: Mr. Michael E. Budowski

MR. MICHAEL E. BUDOWSKI

MR. MICHAEL E. BUDOWSKI

1447 Shelter Rock Road

Orlando, FL 32835

DOMESTIC FILING

AMUSEMENT DISTRIBUTORS

INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

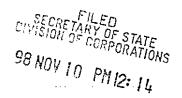
_ CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

AMUSEMENT DISTRIBUTORS INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMUSEMENT DISTRIBUTORS INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 1447 Shelter Rock Road, Orlando, Florida 32835, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 4,000,000 shares of common voting stock having no par value per share and 1,000,000 shares common non-voting stock having no value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Michael E. Budowski

1447 Shelter Rock Road Orlando, Florida 32835

CIVISION OF CORPORATIONS
98 NOV 10 PM 12: 14

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on November 10, 1998.

Its Incorporator Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered. Agent under Section 607.0505, Florida Statutes.

Its Agent, Karen B. Rozar

Authorized Service Representative Corporation Service Company