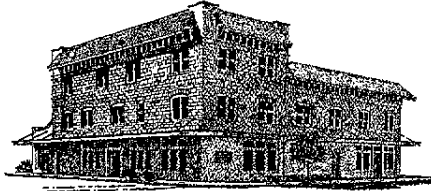


P98000098419

HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

LARRY R. CHULOCK
ANNE SHEFFLER DOUGLASS
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELON KIRKLAND



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400
Fax: (941) 746-9229

November 18, 1998

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

200002691492--7
-11/19/98-01055--006
*****122.50 *****78.75

Re: Articles of Incorporation - Fun City of Palmetto, Inc.

Gentlemen:

Enclosed herewith is our check in the amount of \$122.50 to file the enclosed Articles of Incorporation for Fun City of Palmetto, Inc.

Please forward the certified copy to this office once it has been filed. WE WOULD APPRECIATE A CALL FROM YOUR OFFICE ADVISING THESE ARTICLES HAVE BEEN FILED IN ORDER TO PROCEED WITH CONTRACTS THAT ARE PENDING ON THIS FILING.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.


George H. Harrison

GHH:bw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 PM 3:37

11-23
WJ

ARTICLES OF INCORPORATION

OF

FUN CITY OF PALMETTO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 PM 3:37

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for formation, liability, rights, privileges and immunities of a corporation for profit, does hereby certify as follows:

ARTICLE I
NAME

The name of this corporation shall be FUN CITY OF PALMETTO, INC. The mailing address of the corporation shall be 6801 19th Avenue West, Bradenton, Florida 34209.

ARTICLE II
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE OF CORPORATION

The general purpose of the business to be transacted by the corporation shall be to engage in any lawful act or activity for which corporations may be organized under the provisions of Chapter 607 of Florida Statutes, which shall include, but not be limited to the following:

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or

associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder or pledgee of such stock, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire, by purchase or otherwise, the goodwill, business property rights, franchises and assets of every kind, and undertake, either wholly or in part, the liabilities of any person, firm, association or corporation engaged in any business similar to these purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as a going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stocks or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise, to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of such business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks

and including business concerns and undertakings;

To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend trade and business interests or corporation, association, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificates of indebtedness or debenture bonds are discharged, but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this State, or of the Articles of Incorporation of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the

corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and

To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall, except where otherwise expressly stated, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation shall be one hundred (100) shares, which shall be common stock having no par value, all of which shall be fully paid and nonassessable.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 6801 19th Avenue West, Bradenton, Florida 34209, and the name of the initial registered agent of this corporation at that address is Theresa D. Giroux.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, and the name and address of the initial director of this corporation is:

Theresa D. Giroux
6801 19th Avenue West
Bradenton, Florida 34209

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Theresa D. Giroux
6801 19th Avenue West
Bradenton, Florida 34209

IN WITNESS WHEREOF, I have made, subscribed and acknowledged the foregoing Articles of incorporation to be filed in the office of the Secretary of State this 11th day of November, 1998.



THERESA D. GIROUX

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared THERESA D. GIROUX well known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged that she signed and executed the same for the purposes therein stated.

11th WITNESS my hand and official seal in the State and County last aforesaid this day of November, 1998.

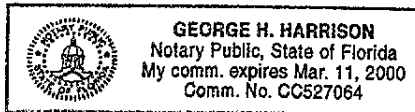


NOTARY PUBLIC

MY COMMISSION EXPIRES:

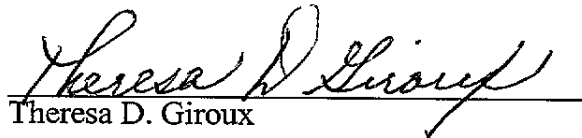
George H. Harrison
4422 Riverview Blvd. W.
Bradenton, FL 34209

(OFFICIAL SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named registered agent to accept service of process for FUN CITY OF PALMETTO, INC. pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts this designation and agrees to act in this capacity and further agrees to comply with the provisions of the Act relative to keeping the registered office of the corporation open.


Theresa D. Giroux

Registered Agent

H:\b_weddie\BWFILES\ARTICLES.CRP\Giroux Fun City Palmetto 11-98.doc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 PM 3:37