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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 059789 7101964

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pignatelli

ORDER DATE : December 10, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 059789-005

CUSTOMER NO: 7101964

500002708835--5

CUSTOMER: Theodore D. Estes, Esq
DIVINE & ESTES, P.A.
DIVINE & ESTES, P.A.
P. O. Box 3629

Orlando, FL 32802-3629

DOMESTIC FILING

NAME: ORLANDO ENTERTAINMENT
TICKETS, 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: Cassandra Lamm

EXAMINER'S INITIALS:

g 12/10/98

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98 DEC 10 AM 11:27
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98 DEC 10 PM 1:29

**ARTICLES OF INCORPORATION
OF
ORLANDO ENTERTAINMENT TICKETS, INC.**

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The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Orlando Entertainment Tickets, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 5395 Warrior Lane, Kissimmee, Florida 34746.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The minimum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove

set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

28 West Central Boulevard
Suite 260
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Theodore D. Estes.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Joseph M. Vecchioni	5395 Warrior Lane Kissimmee, FL 34746	President
Robert F. DiCerbo	1314 West Stetson Street Orlando, FL 32804	Vice President Secretary Treasurer

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

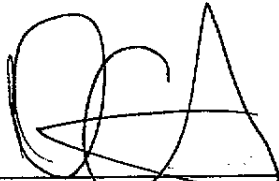
Theodore D. Estes
28 W. Central Boulevard, Suite 260
Orlando, FL 32801

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of

December, 1998.


_____(SEAL)
Theodore D. Estes, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Theodore D. Estes, to me known or provided _____ as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of December, 1998.

(SEAL)

Cara M. Gowan
Notary Public
Print Name: Cara M. Gowan
My commission expires:
Commission No.:

CARA M. GOWAN
Notary Public, State of Florida
My Comm. Expires May 7, 1999
Comm. No. CC460629

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

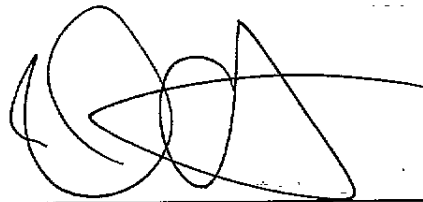
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PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, Orlando Entertainment Tickets, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Kissimmee, County of Osceola, State of Florida, has named as its Registered Agent, Theodore D. Estes, in the City of Orlando, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



THEODORE D. ESTES