

JOINER & TURNER, P.A.

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P98000106458

December 18, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: RIDGE ENTERTAINMENT, INC.

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-12/21/98--01120--009
****122.50 *****78.75

To Whom It May Concern,

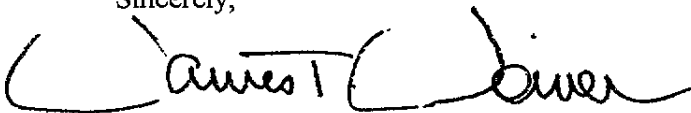
Enclosed please find the original and (1) copy of the Articles of Incorporation for the above referenced Corporation. Please file these documents as of the day of receipt and return a certified copy to this office in the enclosed, self-addressed stamped envelope.

Our check #_____, in the amount of \$122.50 is enclosed for the following:

Filing fee, non-profit corporation	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered Agent Designation	<u>\$ 35.00</u>
Total	\$122.50

If you have any questions, please do not hesitate to contact this office. Thank you for your prompt attention to this matter.

Sincerely,



JAMES T. JOINER

JTJ/jdc

Enclosures

EFFECTIVE DATE
12-18-98

DMC
12/23/98

FILED
98 DEC 21 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RIDGE ENTERTAINMENT, INC.

EFFECTIVE DATE

12-18-98

The undersigned natural persons, competent to contract, hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize and incorporate a business for profit, with the corporate name as stated in Article I.

ARTICLE I - NAME

The name of this Corporation is RIDGE ENTERTAINMENT, INC.

ARTICLE II - PURPOSE

This Corporation is organized for the purposes of operating a bowling alley, restaurant and family entertainment center, and for the purpose of transacting any or all lawful business under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar and no/100 (\$1.00) par value common stock.

ARTICLE IV - TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation is to be 2117 Highway 60, East, Lake Wales, FL 33853. The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit. The registered officer at that address is MICHAEL A. DUCAT.

ARTICLE VI - DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1), nor more than twenty (20) the number of the same to be fixed by the Board of Directors or by the Corporate By-laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States, as provided by the corporate laws of the State of Florida. A quorum for the transaction of business shall be a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the By-laws, if any, adopted by the Stockholders, the Directors may make the By-laws, and meetings of the Directors may be held within or without the State of Florida. Directors need not be Stockholders.

ARTICLE VII - BOARD OF DIRECTORS

The names and addresses of the members of the first Board of Directors, who, subject to these Articles of Incorporation, the By-laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, upon their deaths, resignations or expiration of their terms of office, and their successors have been duly elected and qualified

thereafter are: MICHAEL A. DUCAT, 2829 Sunset Drive, N. W. , Winter Haven, Florida 33881.

ARTICLE VIII - OFFICERS

The Officers of the Corporation, who shall hold office until their successors are elected by the Board of Directors shall be:

MICHAEL A. DUCAT	President
MICHAEL A. DUCAT	Secretary/Treasurer

Said Officers shall serve at the pleasure of the Board of Directors and until the Annual Meeting, unless sooner removed.

ARTICLE IX - SUBSCRIBERS TO STOCK

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MICHAEL A. DUCAT	2829 Sunset Drive, N. W. Winter Haven, Florida 33881	600

ARTICLE X - SPECIAL PROVISIONS

The following special provisions, power privileges, and limitations shall be applicable to and govern this Corporation:

The Board of Directors shall be elected annually by the Stockholders at their Annual Meeting, or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Stockholders.

The Stockholders shall have power by resolution to appoint an Executive Committee of not less than two (2) of their number, or any Officer or agent, with the power to sub-delegate, who, to the extent provided for in the Resolution, or in the By-Laws of this Corporation, shall have and may exercise the powers of

the Board of Directors in the management of the affairs and property of this Corporation, and the exercise of the Corporation powers.

This Corporation is authorized to have a President and Treasurer and Secretary and such other Officers as the Board may provide. Only the President need be a Director. Any person may hold two or more offices. Officers need not be Stockholders. Officers, other than Directors, shall be elected by the Directors at the first meeting next after the Annual Meeting of Stockholders, or as soon thereafter as may be practicable. Each officer and each Director shall hold office until his successor shall be elected and qualified. The duties, powers, and functions of the Officers and Board of Directors shall be such as usually devolve upon such Officers, unless otherwise prescribed by the By-Laws.

Members of the Board of Directors or Stockholders may participate in a meeting of such board or of Stockholders by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

The original subscribers of incorporations of this Corporation may sell, exchange, assign or transfer all of the stock subscribed for them in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of the Corporation to the transferees or assignees; and in such event, all offices designated approved at the Stockholders' meeting by a majority of fifty-one (51%) percent of the stock entitled to vote thereon, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers have executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of December, 1998.


MICHAEL A. DUCAT,
President, Subscriber

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared, MICHAEL A. DUCATE, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation on the 18th day of December, 1998.

James T. Jolner
MY COMMISSION # CC540282 EXPIRES
JULY 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.




NOTARY PUBLIC
My Commission Expires:


ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts the appointment as Registered Agent of RIDGE ENTERTAINMENT, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 18th day of December, 1998.

FILED

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MICHAEL A. DUCAT, Registered Agent
SECRETARY OF STATE
MISSISSIPPI, FLORIDA