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PLANET OF FUN, INC,
600 GOODLETTE RD. N.
SUITE 104
NAPLES, FLORIDA 34102

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Filing of Articles of Incorporation for PLANET OF FUN, INC.

Dear Sirs:


I enclose the original of the Articles of Incorporation for PLANET OF FUN, INC. Further enclosed is my check in the amount of \$122.50 payable to the Florida Department of State.

Please file the original of the Articles and return your receipt and Certified Copy.

If you have any further questions or require additional information, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Very truly yours,


RICHARD J. FIORINI

EFFECTIVE DATE
Jan 1/1999

GSD/sr

Enclosures

Fees as follow:
Certified Copy
Filing Fee for Articles
Registered Agent

000002729480--0
-01/04/99--01106--022
*****78.75 *****78.75

Rmc
12/28/98

1078 28936

FILED
99 JAN -6 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 28, 1998

RICHARD J. FIORINI
600 GOODLETTE RD N
SUITE 104
NAPLES, FL 34102

SUBJECT: PLANET OF FUN, INC.
Ref. Number: W98000028936

We have received your document for PLANET OF FUN, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00060587

FILED

99 JAN -6 AM 11:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PLANET OF FUN, INC.

The undersigned, for the purposes of forming a Corporation under Section 607.164 of the Florida General Corporation Act, do hereby certify as follows:

EFFECTIVE DATE
Jan 1, 1999

ARTICLE I
Corporate Name and Address

The name of the corporation is PLANET OF FUN, INC. and the street address of the Corporation is:

600 GOODLETTE RD. N.
SUITE 104
NAPLES, FLORIDA 34102

ARTICLE II
Corporate Purposes

The Corporation is organized to function as a billiards and night club and any related business services and to otherwise engage in any activity or business permitted under the laws of the United States of America and in the state of Florida.

ARTICLE III
Authorized Stock

The aggregate number of shares of the Corporation shall be 50,000, of which 1000 are to be issued as voting common stock with a par value of \$1.00.

ARTICLE IV
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the state of Florida shall be:

600 GOODLETTE RD. N.
SUITE 104
NAPLES, FLORIDA 34102

The name of the initial registered agent of the corporation at the registered office shall be: RICHARD J. FIORINI

ARTICLE V
Initial Board of Directors

The initial board of Directors of the Corporation shall be comprised of one person. The name and address of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD J.FIORINI	3461 -- 3RD AVE. N.W. NAPLES, FLORIDA 34120

ARTICLE VI
Incorporator

The name and address of the Incorporator of the Corporation is:

RICHARD J. FIORINI
3461 -- 3RD AVE. N.W.
NAPLES, FLORIDA 34120

ARTICLE VII
Commencement of Existence

The Corporation shall be deemed to commence on the 1ST day of JANUARY, 1999.

ARTICLE VIII
Duration

The term of existence of the Corporation is perpetual.
IN WITNESS WHEREOF, the undersigned, as Incorporator has
executed the foregoing Articles of Incorporation this 23RD
day of DECEMBER, 1998.



RICHARD J. FIORINI
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

Before me personally appeared, RICHARD J. FIORINI,
personally known to be the person described as Incorporator and
who executed the foregoing Articles of Incorporation and
acknowledged before me that he subscribed to these Articles of
Incorporation this 23RD day of DECEMBER, 1998.



Notary Public, HELEN WATSON
My Commission Expires: 8-13-2001

FILED

99 JAN -6 AM 11:34

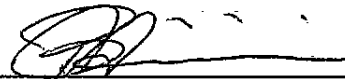
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

FOR

PLANET OF FUN, INC.

I, RICHARD J. FIORINI, having signed the within as registered agent of PLANET OF FUN, INC. (the Corporation) at the registered address of 3461 - 3RD AVE. N.W., NAPLES, FLORIDA 34120 do hereby agree as the registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, RICHARD J. FIORINI, and that of any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



RICHARD J. FIORINI
Registered Agent