

**TJ ROPP ACCOUNTING
SERVICES INC.**

P.O. Box 5887 • Sarasota, FL 34277 • 941-377-7474 • Fax: 378-0346

P99000000 1500

December 31, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Royal American Circus, Inc.

500002731705--1
-01/06/99-01039--003
*****70.00 *****70.00

To Whom It May Concern:

Enclosed are two articles of incorporation for the corporation Royal American Circus, Inc. Also enclosed is my check for \$70.00.

If you have any further questions, please do not hesitate to call 941-355-9781.

Sincerely,

John G. Ropp

John G. Ropp

FILED
99 JAN -6 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Jan 1, 1999

Dmp
1/6/99

FILED
99 JAN -6 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

Royal American Circus Inc.

ARTICLE I – Name

The name and address of the Corporation is:

Royal American Circus Inc.
3623 Desoto Road
Sarasota, FL. 34235

EFFECTIVE DATE
Jan 1, 1999

ARTICLE II – Existence

This Corporation shall commence existence on the date of January 1, 1999 and acknowledgement of these articles.

ARTICLE III – Purpose

The general purpose for which this Corporation is organized shall be the transacting of any or all lawful business which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV – Capital Stock

This corporation is authorized to issue 500 shares of common stock, each having a par value of \$1.00.

ARTICLE V – Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3623 Desoto Road, Sarasota, Florida 34235 and the name of the initial registered agent of the Corporation at that address is Ray Macmahon.

ARTICLE VI – Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but there shall always be at least one director. The name and address of the initial directors of this corporation is:

NAME	ADDRESS
Ray Macmahon	3623 Desoto Road, Sarasota, Fl. 34235
Gabriella Macmahon	3623 Desoto Road, Sarasota, Fl. 34235

ARTICLE VII – Incorporator

The name and address of the person signing these Articles of Incorporation is: Ray Macmahon,
3623 Desoto Road, Sarasota, Florida 34235.

ARTICLES VIII – By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in either the Board of Directors, or the Shareholders; provided, however, the Board of Directors, or the S Shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX – Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

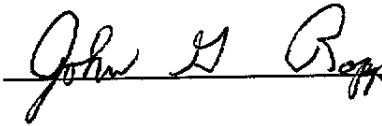


RAY MACMAHON

STATE OF FLORIDA


County of Sarasota

The foregoing instrument was acknowledged before me on this 31 day DECEMBER, 1998.



ACCEPTANCE

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.



RAY MACMAHON