

Monday, February 22, 1999

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

First Class Attractions Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
First Class Attractions Inc.

Article II. Address

The mailing address of the Corporation is:
First Class Attractions Inc.
190 Ocean Key Way
Jupiter FL 33477

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Joseph I. Clair
190 Ocean Key Way
Jupiter FL 33477

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Andrew Schoendienst

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Incorporate America, Inc.
1317 Third Avenue, Suite 100
New York NY 10021
888-552-9333

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

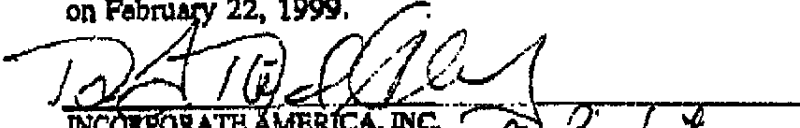
Article VI. Incorporator

The name and address of the incorporator is:
Incorporate America, Inc.
1317 Third Avenue, Suite 100
New York NY 10021

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 22, 1999.

The undersigned incorporator executed these Articles of Incorporation on February 22, 1999.


INCORPORATE AMERICA, INC.Dr. L. David Sherry, ~~President~~ Vice President

Incorporate America, Inc.
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New York NY 10021
888-552-9333

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

First Class Attractions Inc.

REGISTERED AGENT/OFFICE:

Joseph I. Clair
190 Ocean Key Way
Jupiter FL 33477

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOSEPH I. CLAIR

by L.A. Uriarte as attorney-in-fact

Date: February 22, 1999

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New York NY 10021
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