

MAR-02-99 15:49

FROM-SALLEY, FEINBERG, HAMES & HINTZE, P.A.

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Division of Corporations

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Account Name : SALLEY, FEINBERG & HAMES, P.A.
Account Number : 072100000223
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FLORIDA PROFIT CORPORATION OR P.A.

SHOWQUEST ENTERTAINMENT USA, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SHOWQUEST ENTERTAINMENT USA, INC.

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be SHOWQUEST ENTERTAINMENT USA, INC. and the business address and location of the Corporation shall be 719 Peachtree Road, Orlando, Florida 32804.

ARTICLE II

CORPORATE DURATION

This Corporation shall commence to exist upon the filing of these Articles of Incorporation. The duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do all and everything necessary, suitable, or proper for the accomplishment of that purpose, the attainment of any objectives, or the exercise of any authority therein set forth, either alone or in conjunction with any other corporation, firm,

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or individual, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or authority.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares for which the Corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 719 Peachtree Road, Orlando, Florida 32804 and the name of the initial registered agent of this Corporation at that address is WILLIAM J. DUCLOS.

ARTICLE VI

INITIAL DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws. The name and address of the initial director of this Corporation shall be:

WILLIAM J. DUCLOS
719 Peachtree Road
Orlando, Florida 32804

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ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows:

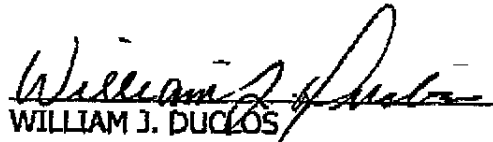
WILLIAM J. DUCLOS
719 Peachtree Road
Orlando, Florida 32804

ARTICLE VIII

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 2nd day of March, 1999.


WILLIAM J. DUCLOS

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

SHOWQUEST ENTERTAINMENT USA, INC. (the "Corporation") desiring to organize as a domestic for profit corporation or qualify under the laws of the State of Florida has named and designated WILLIAM J. DUCLOS as its Registered Agent to accept service of process within the State of Florida with its registered office located at 719 Peachtree Road, Orlando, Florida 32804.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 2nd day of March, 1999.


WILLIAM J. DUCLOS

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