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P99000040485
April 22, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002858542--8
-04/30/99--01091--011
*****78.75 *****78.75

Re: Funplex Extreme, Inc.

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, along with a check in the amount of \$78.75, for payment of the following:

Filing Fee:	\$35.00
Certified Copy Fee:	\$ 8.75
Registered Agent Fee:	\$35.00

Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,

Richard S. Amari
Richard S. Amari, Esquire

RSA/sam

Enclosures as stated

FILED
99 APR 30 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHARON

MAY 5 - 1999

ARTICLES OF INCORPORATION

OF

FUNPLEX EXTREME, INC.

FILED
99 APR 30 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **Funplex Extreme, Inc.**

ARTICLE II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$0.10 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: **Denis DeSousa, Jr., 555 Fortenberry Road, Merritt Island, Florida 32952.**

ARTICLE VI

Directors

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The name and street address of the initial director of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Denis DeSousa, Jr.	555 Fortenberry Road Merritt Island, Florida 32952

ARTICLE VII

Principal Office

The principal office of the corporation is as follows: 555 Fortenberry Road, Merritt Island, Florida 32952.

ARTICLE VIII

Incorporator

The name and street address of the incorporator of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Denis DeSousa, Jr.	555 Fortenberry Road Merritt Island, Florida 32952

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

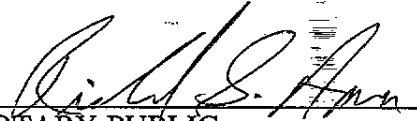
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 22nd day of April, 1999.



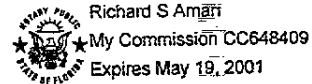
Denis DeSousa, Jr.

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 21st day of April, 1999, by **Denis DeSousa, Jr.**, who is personally known to me and who did not take an oath.

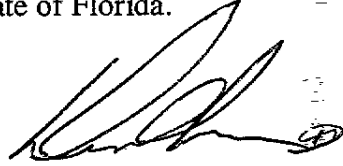


NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of FUNPLEX
EXTREME, INC. for service of process within the State of Florida.



DENIS DeSOUSA, JR.

FILED
99 APR 30 AM 8:46
TALLAHASSEE, FLORIDA