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ZIMMER & LAWSON
Accounting Services
2403 State Street
Tampa, Fl. 33609

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 APR 30 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 05 1999

**ARTICLES OF INCORPORATION
OF
CASE RIDES & CONCESSIONS, INCORPORATED**

FILED
99 APR 30 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED INCORPORATORS OF THESE ARTICLES OF
INCORPORATION, A NATURAL PERSONS COMPETENT, HEREBY PRESENTS
THESE ARTICLES OF INCORPORATION FOR THE FORMATION OF A CORP-
ORATION UNDER THE LAWS OF THE STATE OF FLORIDA.**

ARTICLE I NAME

**THE NAME OF THE CORPORATION IS: CASE RIDES & CONCESSIONS,
INCORPORATED.**

ARTICLE II EXISTENCE

**THE CORPORATION SHALL COME INTO EXISTENCE IMMEDIATELY
UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND SHALL HAVE
A PERPETUAL EXISTENCE THEREAFTER.**

ARTICLE III NATURE OF BUSINESS

**THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES
PROPOSED TO BE TRANSACTED, PROMOTED, OR CARRIED ON ARE TO ENGAGE**

IN ANY AND ALL LAWFUL BUSINESSES IN THE STATE OF FLORIDA, INCLUDING
OUTDOOR AMUSEMENTS, AND FOOD CONCESSIONS.

ARTICLE IV CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THE CORPORATION IS AUTHORIZED TO HAVE AT ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. WITH THE BREAKDOWN HAROLD CASE 500 SHARES OF COMMON STOCK, AND DEBBIE CASE 500 SHARES OF COMMON STOCK.

ARTICLE V INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS \$1000.00.

ARTICLE VI ADDRESS & REGISTERED AGENT

THE POST OFFICE ADDRESS OF THE CORPORATION PRINCIPAL BUSINESS OFFICE IS 2403 STATE STREET TAMPA, FL. 33609 THE NAME AND ADDRESS OF ITS INITIAL REGISTERED AGENT IS CONNIE LUKAS 2403 STATE STREET TAMPA, FL. 33609. THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED AGENTS OFFICE TO ANY OTHER OFFICE IN THE STATE OF FLORIDA. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Cemie Lukas

SIGNED THIS DAY 31, MAR-1999

ARTICLE VII BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THOSE
DIRECTORS WHOSE NAME AND ADDRESSES ARE AS FOLLOWS;

PRESIDENT; HAROLD CASE
 SS#317-60-1429
 P.O. BOX 334,
 GIBSONTON, FL. 33534

VICE PRESIDENT: DEBBIE CASE
 SS#262-55-8080
 P.O. BOX 334,
 GIBSONTON, FL. 33534

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 30 AM 11:50

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ARTICLE VIII INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATORS TO THESE
ARTICLES OF INCORPORATION IS:

HAROLD CASE
SS# 317-60-1429
P.O. BOX 334,
GIBSONTON, FL. 33534

PRESIDENT

DEBBIE CASE
SS# 262-55-8080
P.O. BOX 334,
GIBSONTON, FL. 33534

VICE PRESIDENT

ARTICLE IX CHAPTER "S"

**THE DIRECTORS SHALL BE AUTHORIZED TO MAKE A
DECLARATION AS MAYBE NECESSARY TO CAUSE THE CORPORATION TO QUALIFY FOR
TREATMENT AS AN "S" CORPORATION UNDER SECTION 1362 OF THE INTERNAL
REVENUE CODE.**

ARTICLE X AMENDMENTS

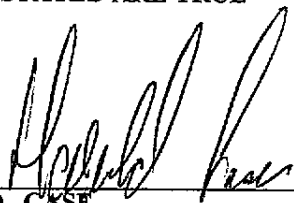
**THE ARTICLE OF INCORPORATION MAYBE AMENDED IN THE MANNER
AS PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD
OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS, AND APPROVED AT
A SHAREHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE
THEREON. UNLESS ALL DIRECTORS AND ALL THE SHAREHOLDERS SIGN A WRITTEN
STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF
THESE ARTICLES OF INCORPORATION BE MADE. ALL RIGHTS OF THE SHARE-
HOLDERS ARE SUBJECT TO THESE RESERVATIONS.**

ARTICLE XI


**THE SHAREHOLDERS OF THE COMMON STOCK OF THIS CORPORATION
SHALL HAVE PRESCRIPTIVE RIGHTS TO THE SHARES OF COMMON STOCK OR ANY
OTHER TYPE OF STOCK OF THIS CORPORATION HEREAFTER ISSUED.**

INWITNESS WHEREOF, THE INCORPORATORS ABOVE NAMED, HERE
UNTO SET THEIR HANDS AND SEALS ON THIS 31ST DAY OF MARCH 1999.
FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS FOR THE
STATE OF FLORIDA AND MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE IN THE
OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA. THESE ARTICLES OF
INCORPORATION AND CERTIFY THAT THE FACTS

HEREIN STATED ARE TRUE



HAROLD CASE
PRESIDENT



DEBBIE CASE
VICE PRESIDENT