

JACQUES N. MESHELL

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P 99000078790
August 27, 1999

State of Florida
Division Of Corporations
Attention: New Filings
P.O. Box 6327
Tallahassee, Florida 32314

100002973651--8
-08/30/99--01093--005
*****78.75 *****78.75

Re: AMERICA ON RIDES, INC.

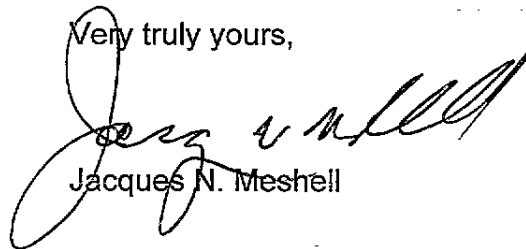
Dear sir/ madame:

Under cover of this letter please find as follows:

1. The original executed articles of incorporation.
2. A copy of the articles of incorporation.
3. My check in the amount of \$78.75, to cover the:
 - A) Filing fee \$70.00
 - B) Certified copy fee \$8.75

I thank you for your kind attention to this matter and I remain,

Very truly yours,


Jacques N. Meshell

JNM/ao
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 30 AM 10:40

F. CHESSEAR SEP 3 1999

ARTICLES OF INCORPORATION
of
AMERICA ON RIDES, INC.

FILED
99 AUG 30 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is AMERICA ON RIDES, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation is: 7800 Red Road, Suite 120, South Miami, Florida 33143.

ARTICLE III - PURPOSES

The purposes for which this corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a. To transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- b. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is 7,500 shares of common stock, having a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00.

ARTICLE V - TERM

This corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office and agent of this corporation is:
Jerald Rose, 7800 Red Road, Suite 120 , South Miami, Florida 33143.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director to hold office until the first annual meeting of the shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office, or death. The number of Directors may either be increased or decreased from time to time in accordance with the By-Laws of the corporation. The name and address of the initial director is: Alan Heuss, 7800 Red Road, Suite 120, South Miami, Florida 33143.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is: Alan Heuss, 7800 Red Road, Suite 120, South Miami, Florida 33143.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.


ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, I the undersigned Incorporator have hereunto set my hand and seal at Miami, Miami-Dade County, Florida, this ____ day of _____, 1999


Alan Heuss

STATE OF FLORIDA:

§§:

COUNTY OF MIAMI-DADE :

Before me , the undersigned authority, this day personally appeared Alan Heuss, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation of: AMERICA ON RIDES, INC. and that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, Miami-Dade County, Florida this ____ day of _____, 1999.

NOTARY PUBLIC, State of
Florida at Large

My Commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That, AMERICA ON RIDES, INC. a Florida Corporation, desiring to organize under the laws of the State of Florida, with its Registered Office, as indicated in the Articles of Incorporation, has named its Registered Agent to accept service of process within this state to be :

Jerald Rose,
7800 Red Road,
Suite 120 ,
South Miami, Florida 33143.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office

Dated this 23 day of August, 1999.


JERALD ROSE
REGISTERED AGENT

99 AUG 30 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED