

Jeffrey W. Wiggs

Attorney at Law

411 N. Donnelly St.
Renaissance Bld. Suite 300
Mt. Dora, FL 32757

P 99 000100394

November 11, 1999

(352) 383-9844
FILED
99 NOV 15 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
(Division of Corporations)
P.O. Box 6327
Tallahassee, Fl. 32314-6327

400003044534--6
-11/15/99--01123--005
*****70.00 *****70.00

Re: Enclosed Articles.

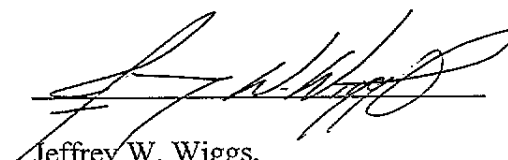
Dear Madam/Sir:

Please find enclosed the original set of Articles of Incorporation for the establishment of Specialty Amusements, Inc.

Additionally, please find enclosed the required fee of \$70.00 for filing and establishment of of Florida Chapter S. Corporation.

If the Articles meet with your approval, please file them and indicate that they have been accepted.

Sincerely,


Jeffrey W. Wiggs,
Esq.

F. CHESER

NOV 16 1999

ARTICLES OF INCORPORATION
OF
SPECIALTY AMUSEMENTS, INC.

ARTICLE I
NAME

The name of the corporation is Specialty Amusements, Inc.

ARTICLE II
APPLICABLE LAW

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III
DURATION

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V
CAPITAL STOCK

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION

The street and mailing address of the initial registered

FILED
93 NOV 15 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

office of business and principal office of the Corporation is and the initial registered agent of the Corporation at that address is 419 Jennifer Lane Eustis, Fl. 32726. The principal office address and the registered office address is the same.

ARTICLE VII PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX LIMITATION OF DIRECTOR LIABILITY

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

a. The director breached or failed to perform his duties as a director; and

b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estop that director from contesting the fact that his breach, or failure to

perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE X INITIAL BOARD OF DIRECTORS

The initial board of directors will consist of two members. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the directors comprising the initial board of directors are:

Byron Shard
419 Jennifer Lane
Eustis, Fl. 32726

James Wasson
9823 Blackhorse Run Rd.
Ft. Mill, S. Carolina. 29715

ARTICLE XI
INCORPORATOR

The name and address of the incorporator of the Corporation is:

Byron Shard
419 Jennifer Lane
Eustis, Fl. 32726

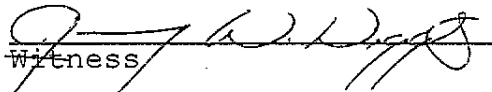
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 15 PM 2:14

FILED

IN WITNESS WHEREOF, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 5th day of November, 1999.


Byron Shard


Witness

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Byron Shard,
Registered Agent