

9714994

05/02/97

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THE AMUSEMENT COMPANY, INC.

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9714994
EFFECTIVE DATE: 05/02/1997
COUNTY : NEWTON
REFERENCE : 0091
PRINT DATE : 05/02/1997
FORM NUMBER : 311

HOLLAND & KNIGHT
MARY BETH MCCORMICK
1201 W. PEACHTREE ST NE, STE 2000
ATLANTA, GA 30309

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation
Commissioner of the State of Georgia, do hereby certify under the
seal of my office that

**THE AMUSEMENT COMPANY, INC.
A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia
on the effective date stated above by the filing of articles of
incorporation in the office of the Secretary of State and by the
paying of fees as provided by Title 14 of the Official Code of
Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the
State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

ARTICLES OF INCORPORATION
OF
THE AMUSEMENT COMPANY, INC.

ARTICLE I

The name of the Corporation is: The Amusement Company, Inc.

ARTICLE II

The Corporation shall have authority, to be exercised by its Board of Directors, to issue 100,000 shares of voting Common Stock.

ARTICLE III

The initial registered office of the Corporation shall be at 20 Tabor Forest Drive, Oxford, Newton County, Georgia 30267. The initial registered agent of the Corporation shall be Ronald J. Dudik, Jr.

ARTICLE IV

The mailing address of the initial principal office of the Corporation is 20 Tabor Forest Drive, Oxford, Georgia 30267.

ARTICLE V

The name and address of the Incorporator is Ronald J. Dudik, Jr., 20 Tabor Forest Drive, Oxford, Georgia 30267.

ARTICLE VI

The initial Board of Directors is composed of the following directors:

Ronald J. Dudik, Jr.

ARTICLE VII

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except for liability (i) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (ii)

for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) of any of the types set forth in Section 14-2-832 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director has received an improper personal benefit. The provisions of this Article shall not apply with respect to acts or omissions occurring prior to the effective date of this Article.

(b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Business Corporation Code.

(d) In the event that any of the provisions of this Article (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE VIII

Any action required by law or by the Articles of Incorporation or By-Laws of the Corporation to be taken at a meeting of the shareholders of the Corporation and any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by persons who would be entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. No such written consent shall be effective unless each consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders, or unless the consent includes an express waiver of the right to receive the material.

ARTICLE IX

If at any time that at any time the Corporation has in effect an election to be a small business corporation (an "S Corporation") pursuant to the provisions of Section 1361 of the Internal Revenue Code of 1986, as it may be amended from time to time

(the "Code"), the following restrictions shall apply in order to maintain the Corporation's status as an S Corporation unless otherwise agreed upon unanimously in writing by the shareholders of the Corporation:

(a) Shares of the Corporation may not be issued, sold, pledged or otherwise transferred or assigned to any person or entity if such transaction would (i) cause the Corporation to have more than 75 shareholders or (ii) cause the Corporation to have as a shareholder a person or entity which would make the Corporation ineligible to elect to be an S Corporation under Section 1361 of the Code.

(b) In the event any shareholder of the Corporation shall desire to sell, pledge, or otherwise transfer in any manner any or all of the stock in the Corporation owned by such shareholder, any such transfer or attempt to transfer shall be void, and the purported transferee or beneficiary thereof shall not be the record or beneficial owner of such shares of stock in the Corporation or have any interest therein or be entitled to any of the rights appertaining thereto, and the Corporation shall not transfer any such shares on its stock ledger, stock transfer records or stock books to the purported transferee or beneficiary thereof unless and until the shareholder attempting so to transfer stock in the Corporation shall have obtained the written consent of the Corporation to such transfer. The Corporation shall be under no obligation to consent to any proposed transfer.

(c) In the event of the death, disability or bankruptcy of a shareholder, upon the levy on, seizure of or foreclosure on any shares of stock in the Corporation, or upon the occurrence of any other event which would cause the shareholder or the shareholder's representative to transfer the shareholder's stock in the Corporation involuntarily in violation of the provisions of paragraph (a) of this Article, or should a court require the shareholder to transfer all or any portion of the shareholder's stock in the Corporation in violation of paragraph (a) of this Article, then in any such event, such transfer or attempted transfer shall be void and the purported transferee or beneficiary shall not be the record or beneficial owner of such shares or have any interest therein or be entitled to any of the rights appertaining thereto, and the Corporation shall not transfer any such shares on its stock ledger, stock transfer records or stock books to the purported transferee or beneficiary thereof; and, in addition, such shares shall be deemed to be redeemed immediately before the occurrence of the attempted involuntary transfer, and payment therefor shall be made at the price and in the manner provided for in Sections 14-2-914 to 917 of the Georgia Business Corporation Code, as it may be amended from time to time.

(d) Each stock certificate of the Corporation shall bear the following legend:

"Transfer of the shares evidenced by this certificate is limited by the terms and provisions of the Articles of Incorporation, and any attempted sale, pledge or other

transfer of this certificate shall be void unless made in compliance with the provisions of the Articles of Incorporation."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of May, 1997.

Donald Kennicott

Donald Kennicott, Attorney for the Incorporator

SECRETARY OF STATE
MAY 2 3 10 PM '97
BSR (1)

Law Offices

HOLLAND & KNIGHT

A Registered Limited Liability Partnership

Suite 2000

One Atlantic Center

1701 West Peachtree Street, N.E.

Atlanta, Georgia 30309-3400

404-817-8500

FAX 404-881-0470

Atlanta

Boca Raton

Fort Lauderdale

Jacksonville

Lakeland

Miami

Orlando

St. Petersburg

Tallahassee

Tampa

Washington, D.C.

West Palm Beach

May 2, 1997

MARY BETH MCCORMICK
404-898-8159

VIA HAND DELIVERY

Secretary of State
Business Services and Regulation
2 Martin Luther King, Jr. Drive, S.W.
Suite 315, West Tower
Atlanta, Georgia 30334-1530
Attn: Expedited Services

Re: The Amusement Company, Inc.

Dear Sir or Madam:

In connection with the formation of The Amusement Company, Inc., I enclose the following:

1. Original and one copy of the Articles of Incorporation; and
2. Original Transmittal Information for Georgia Profit or Nonprofit Corporations.

Additionally, I enclose a check in the amount of \$280.00 in payment of the following:

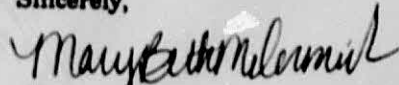
1. \$160.00 expedited filing fee; and
2. \$120.00 fee for expedited certified copy of the articles of incorporation and expedited certified copy of the certificate of existence.

I will send a courier to pick up the documents at 4:00 today. Please call me at 404-898-8159 if they will not be ready by that time.

0000 0000

Thank you for your assistance. If you have questions, please call me at 404-898-8159.

Sincerely,



Mary Beth McCormick
Legal Assistant

\mbm
Enclosures
cc: Donald Kennicott, Esq.

ATL1-205122



Secretary of State
Lewis A. Massey

CORPORATIONS DIVISION
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 657-1375

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # <u>971221013</u>	PENDING CONTROL # _____	CONTROL # <u>9714994</u>
Bucket Code <u>311</u>	Corporation Type <u>DP</u>	
Date Filed <u>5/2/97</u>	Amount Received \$ <u>160</u>	Check/Receipt # _____
Jurisdiction (County) Code <u>107 Newton</u>		
Examiner <u>91</u>		Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. <u>Reserved name on May 2, 1997 (have not received certificate)</u> <u>971220546</u>
Corporate Name Reservation Number
<u>The Amusement Company, Inc.</u>
Corporate Name (exactly as appears on name reservation)
2. <u>Donald Kennicott - Attorney</u> <u>404-817-8500</u>
Applicant/Attorney Telephone Number
<u>1201 West Peachtree Street, One Atlantic Center, Suite 2000</u>
Address
<u>Atlanta</u> <u>GA</u> <u>30309</u>
City State Zip Code

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)
1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM) FEES ARE NON-REFUNDABLE.
 2. ORIGINAL ARTICLES OF INCORPORATION
 3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.

Dee K. Smith
Authorized Signature

May 2, 1997
Date