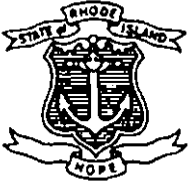


Filing Fee: \$150.00

ID Number:

112968



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is T.R.D. ENTERPRISES, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To operate an amusement park, together with gift shops, souvenir shops and food establishments. To engage in any other activity not otherwise prohibited by law.

4. The aggregate number of shares which the corporation has authority to issue is:

((a) If only one class: Total number of shares 2000 (If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.):

no par common

or

((b) If more than one class: Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

FILED

JUN 1 2000

By CL# 43 245235

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

Shareholders shall have a pre-emptive right to acquire treasury or unissued stock of the Corporation pursuant to R.I. General Laws 7-1.1-24, as amended.

6. Provisions (if any) for the regulation of the internal affairs of the corporation:

See attached Exhibit "A" incorporated herein.

7. The address of the initial registered office of the corporation is 300 Centerville Road

(Street)

Warwick, RI 02886 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

Jeffrey F. Caffrey, Esq.

8. The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and

Title	Name	Address
Treasurer	<u>Harold Fera</u>	<u>P.O. Box 338, N. Scituate, RI 02857</u>
President	<u>Harold Fera</u>	<u>P.O. Box 338 N. Scituate, RI 02857</u>
V. Pres.	<u>Harold Fera</u>	<u>P.O. Box 338, N. Scituate, RI 02857</u>
Sec'y	<u>Harold Fera</u>	<u>P.O. Box 338, N. Scituate, RI 02857</u>

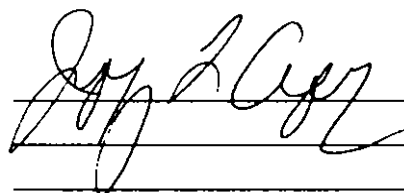
9. The name and address of each incorporator is:

Name	Address
<u>Jeffrey F. Caffrey</u>	<u>300 Centerville Road, Warwick, RI 02886</u>
<u></u>	<u></u>
<u></u>	<u></u>

10. Date when corporate existence to begin: upon filing

(not more than 30 days after filing of these articles of incorporation)

Dated May 22, 2000



Signature of each Incorporator

STATE OF Rhode Island

COUNTY OF Kent

In Warwick, on this 22 day of May, 2000, personally appeared
before me personally appeared Jeffrey F. Caffrey
each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally
acknowledged said instrument by them subscribed to be their free act and deed.

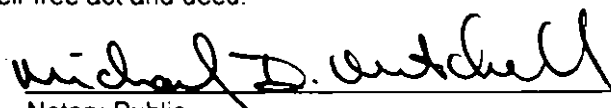

Notary Public
My Commission Expires: 7/4/01

EXHIBIT A

SIXTH: For the regulation of the business and the conduct of the internal affairs of the corporation, it is further provided:

1. Stock of this Corporation may be issued from time to time for such consideration consisting of cash, services, personal property, tangible and intangible, or real estate or such other consideration that shall be determined from time to time by the Stockholders of this Corporation.

2. No Stockholder of this Corporation shall make sale of any stock of said Corporation held by him, without first giving written notice to the Corporation of his intention to sell the same and giving to the Corporation the right to purchase said stock at the lowest at which he is willing to sell before the same shall be sold by him to any other party. The Corporation shall exercise the right to purchase the stock so offered to it within thirty (30) days of the receipt of said offer. If not accepted within said date, the Stockholder shall be at liberty to make sale of said stock so offered to the Corporation in the open market for a price of not less than one at which said is offered to the Corporation.

corp/exhiba