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Articles

1.) K-IV, Inc.  
(CORPORATE NAME & DOCUMENT #)

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09/20/96-01017-007  
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RECEIVED  
SEP 21 AM 9:08  
DIVISION OF CORPORATION

FILED  
96 SEP 23 AM 11:5  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS \_\_\_\_\_

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nc SEP 23 1996

W96-19850



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 20, 1996

CORPORATE ACCESS, INC.

TALLAHASSEE,

SUBJECT: K-IV, INC.  
Ref. Number: W96000019850

We have received your document for K-IV, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 696A00043482

**ARTICLES OF INCORPORATION**

**OF**

**K-IV LIMITED, Inc.**

**ARTICLE I - NAME**

The name of this corporation shall be:

**K-IV LIMITED, Inc.**

**FILED**  
96 SEP 23 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with decision-making in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at no par value.

### **ARTICLE IV - PREEMPTIVE RIGHT**

Holder of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

### **ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE VI - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be 24430 Marsh Landing Parkway in Ponte Vedra Beach, Florida 32082.

### **ARTICLE VII - INITIAL REGISTERED AGENT & ADDRESS**

The name and address of the initial registered agent is Daniel Kristoff, Jr. of 24430 Marsh Landing Parkway in Ponte Vedra Beach, Florida 32082.

### **ARTICLE VIII - DIRECTORS**

This corporation shall not have more than three (3) directors initially. The number of directors may be increased or diminished from time to time by ByLaws adopted by the stockholders.

### **ARTICLE IX - INITIAL DIRECTORS AND OFFICERS**

The names and addresses of the Initial Directors and Officers are:

<b>NAME</b>	<b>ADDRESS</b>
Daniel Kristoff, Jr. D/P/T	24430 Marsh Landing Parkway Ponte Vedra Beach, FL 32082
Rosemary M. Kristoff D/VP/S	24430 Marsh Landing Parkway Ponte Vedra Beach, FL 32082
Daniel Kristoff III D/VP	24430 Marsh Landing Parkway Ponte Vedra Beach, FL 32082

## ARTICLE X - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

NAME	ADDRESS
Daniel Kristoff, Jr.	24430 Marsh Landing Parkway Ponte Vedra Beach, FL 32082

## ARTICLE XI - AMENDMENTS

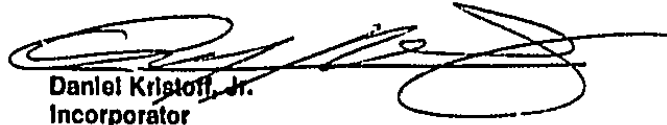
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

## ARTICLE XII - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

## ARTICLE XIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing.

  
Daniel Kristoff, Jr.  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgements, personally appeared Daniel Kristoff, Jr. to me known to be the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the 16<sup>th</sup> day of September, 19 86.



RONALD A. MCBRIDE  
My Comm Exp. 11-07-98  
Bonded By Service Ins  
No. CC237945

Personally Known     Other L.O.

  
Notary Public  
My Commission Expires: 11/7/98

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.051, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

**K-IV LIMITED, Inc.**

The name and address of the Registered Agent and Office is:

**Daniel Kristoff, Jr.  
24430 Marsh Landing Parkway  
Ponte Vedra Beach, Florida 32082**

**FILED**  
**96 SEP 23 AM 11: 51**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

SIGNATURE \_\_\_\_\_

**Daniel Kristoff, Jr.**

TITLE President

DATE 9-16-96

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

SIGNATURE \_\_\_\_\_

**Daniel Kristoff, Jr.**

DATE 9-16-96

**SIMPSON & ANDERSON**

ATTORNEYS AT LAW

KURT ANDREW SIMPSON, P. A.  
BRUCE R. ANDERSON, JR., P. A.

Ocean South  
3800 South Third Street  
Jacksonville, Florida 32216  
(904) 241-2881  
Fax (904) 241-1777

**P960000 78712**

December 7, 1996

SECRETARY OF STATE  
-12/06/96-01027-003  
MINIMUM \$7.50 MAXIMUM \$17.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Gentlemen:

I am enclosing herewith the original and one (1) copy of the Articles of Amendment of K-IV LIMITED, INC. in order to change the name of the Corporation to **GAME CAVE, INC.** Additionally, please find enclosed herewith my check in the amount of \$87.50 representing the filing fees for such name change.

Would you be kind enough to furnish this office with a certified copy of the Articles of Amendment.

Thanking you for your assistance in this matter, I am,

Sincerely yours,

**SIMPSON & ANDERSON**



KURT ANDREW SIMPSON

KAS/kas  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC -6 AM 10:24

APPROVED  
AND  
FILED

*Handwritten notes:*  
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NO  
7 Cert Copy  
12-9-96

**ARTICLES OF AMENDMENT**

**OF**

**K-IV LIMITED, INC.**

WE, the undersigned, acting as all of the Officers, Directors and Shareholders of a Corporation existing under the Florida General Corporation Act, pursuant to Florida Statutes 607.187, adopt the following Articles of Amendment for such Corporation.

**FIRST**

The name of the Corporation shall be amended to: **GAME CAVE, INC.**

**SECOND**

This amendment setting forth the change of Corporate name was adopted on the 3rd day of December, 1996, by all of the Officers, Directors and Shareholders of the Corporation, pursuant to meeting, accord and vote this 3rd day of December, 1996 in the manner prescribed by the Florida General Corporation Act.

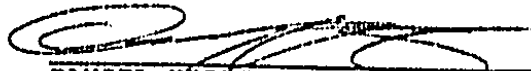
**THIRD**

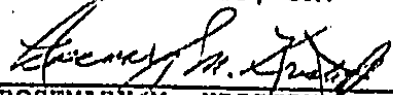
The number of shares of the Corporation outstanding at the time of such adoption was Nine Hundred Fifty (950); and the number of shares entitled to vote thereon was Nine Hundred Fifty (950), to wit: DANIEL KRISTOFF, JR. - 450 Shares; ROSEMARY M. KRISTOFF - 450 Shares; and DANIEL KRISTOFF, III - 100 Shares.

APPROVED  
AND  
FILED  
95 DEC -5 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Amendment at Jacksonville, Duval County, Florida, this 3rd day of December, 1996.

  
DANIEL KRISTOFF, JR. Seal

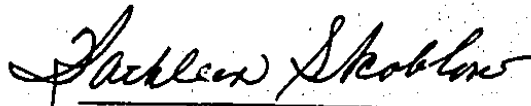
  
ROSEMARY M. KRISTOFF Seal

  
DANIEL KRISTOFF, III Seal

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DANIEL KRISTOFF, JR., ROSEMARY KRISTOFF and DANIEL KRISTOFF, III, known to be the persons described in and who executed the foregoing Articles of Amendment, and acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS my hand and Official Seal this 3rd day of December, 1996.

  
Notary Public

