

P970000 9/1976



ACCOUNT NO. : 072100000032
REFERENCE : 578335 12086A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : October 27, 1997
ORDER TIME : 9:27 AM
ORDER NO. : 578335-005
CUSTOMER NO: 12086A

800002329898--9
-10/27/97--01028--022
****122.50 ****122.50

CUSTOMER: Ms. Lori M. Dorman
CONLEY & CLEARY
2401 Manatee Avenue West
Bradenton, FL 34205

RECEIVED
97 OCT 27 AM 10:38
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ACTION MUSIC & GAMES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar
EXAMINER'S INITIALS: _____

FILED
97 OCT 27 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT 27 1997

ARTICLES OF INCORPORATION

OF

ACTION MUSIC & GAMES, INC.

FILED
97 OCT 27 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned has placed her signature and seal upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: ACTION MUSIC & GAMES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a. To buy, sell, trade, lease, consign and own machinery, devices and electronic equipment for entertainment and other purposes;
- b. To buy, sell, trade, lease, consign and own gaming and amusement equipment, including, but not limited to, vending machines, video games, gaming machines and juke boxes;
- c. To service and repair gaming equipment, amusement equipment, machinery, devices and electronic equipment;
- d. To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the

business in which this corporation is engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part hereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or in part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

- e. To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;
- f. To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporations, associations, firms and individuals;
- g. To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;
- h. To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but no thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;
- i. To make by-laws and regulations not inconsistent with the Constitution or laws of the United States, or of this state, or of the charter of the corporation; to have one or more offices; to carry on all or any of its operations and business and without restriction or limit as to amount; to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description; and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such

other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and

- j. To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no way limited or restricted by reference to or interference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is: 3464 Fairview Drive, Sarasota, Florida 34239; and the name and address of the initial registered office and agent of this corporation is: ANDREW FREDERICK ILARDI, 3434 Fairview Drive, Sarasota, Florida 34239.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). This corporation is authorized to have four (4) directors at any one time. The name and address of the initial directors of this corporation are:

Andrew Frederick Ilardi
3464 Fairview Drive
Sarasota, FL 34239

Gordon Richard Moskowitz
307 67th Avenue Drive W
Bradenton, FL 34207

The officers of this corporation shall be a president, who shall be a director of the corporation, and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the board of directors.

ARTICLE VII - INCORPORATORS

The name and address of the people signing these Articles of Incorporation are:

Andrew Frederick Ilardi
3464 Fairview Drive
Sarasota, FL 34239

Gordon Richard Moskowitz
307 67th Avenue Drive W
Bradenton, FL 34207

ARTICLE VIII - AMENDMENT

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

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
the 24 day of October, 1997.

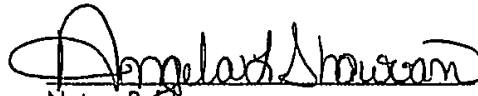

ANDREW FREDERICK ILARDI


GORDON RICHARD MOSKOWITZ

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 24th day of October,
1997, by ANDREW FREDERICK ILARDI who is personally known to me or who has produced his
Florida Drivers License, No. I411300161641110 as identification and who did/did not take an oath
and by GORDON RICHARD MOSKOWITZ who is personally known to me or who has produced
his Florida Drivers License, No. m32201131810 as identification and who did/did not take an
oath.


Notary Public

Name: Angela L. Shawvan

