

TRANSMITTAL LETTER

**PO0000014873**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: New Century Games, Inc.  
(Proposed corporate name - must include suffix)

600003132206--2  
-02/11/00--01021--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Tim Schoenwelder  
Name (Printed or typed)

123 S. Calhoun Street  
Address

Tallahassee, FL 32304  
City, State & Zip

222-7500  
Daytime Telephone number

FILED  
02 FEB 11 AM 9:42  
RECEIVED  
00 FEB 11 AM 8:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

RECEIVED FEB 11 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**NEW CENTURY GAMES, INC.**

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter 607, Florida Statutes, do hereby certify as follows:

**ARTICLE I**

The name of the corporation is NEW CENTURY GAMES, INC. (hereinafter called the "Corporation"). The Corporation's existence shall be perpetual.

**ARTICLE II**

The Corporation's initial Florida address is 5803 Cruiser Way, Tampa, Florida 33615. The name of its registered agent is Timothy G. Schoenwalder, whose address is 123 South Calhoun Street, Post Office Box 6526, Tallahassee, Florida 32314. A copy of the required written acceptance of designation as registered agent is appended hereto as Exhibit A.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under Chapter 607, Florida Statutes.

**ARTICLE IV**

The total number of shares of capital stock which the Corporation shall have the authority to issue is 100 shares designated Common Stock, par value \$1.00 per share.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**

The name and address of the Sole Incorporator are as follows:

Name: Timothy G. Schoenwalder

Address: 123 South Calhoun Street, Tallahassee, Florida 32314

**ARTICLE VI**

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation, its directors, and stockholders:

(a) The Corporation shall always have at least one director, and may have as many directors as permitted or otherwise fixed by the by-laws. Election of directors need not be by ballot unless the by-laws so provide. Larry Simmons shall be the initial Director and initial Chairman of the Board of Directors.

(b) The Board of Directors shall have power without assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(c) The Directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the

holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of any director's interest, or for any other reason.

(d) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Florida, of these articles, and to any by-laws from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the Directors which would have been valid if such by-law had not been made.

#### ARTICLE VII

The following provisions are inserted for the benefit of the Directors and Officers of the Corporation.

(a) The personal liability of the Directors and Officers of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented.

(b) To the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented, the

Corporation shall indemnify its Directors and Officers under Chapter 607 from and against any and all of the expenses, liabilities or other matter referred to in or covered by Chapter 607, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested Directors or otherwise, both as to any action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. —

(c) Any modification of this Article VII by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director or Officer of the Corporation existing at the time of such modification. —

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of February 2000. —



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Timothy G. Schoenwalder  
Tallahassee, Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF  
PROCESS ON NEW CENTURY GAMES, INC., WITHIN THE STATE OF FLORIDA,  
DESIGNATING AGENT UPON WHOM PROCESS MAY BE VERIFIED,  
AND AGENT'S ACCEPTANCE OF DESIGNATION**

PURSUANT to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said Acts:

NEW CENTURY GAMES, INC., a corporation organized under the laws of the State of Florida, with its initial principal place of business at 5803 Cruiser Way, Tampa, Florida 33615, has named Timothy G. Schoenwalder, 123 South Monroe Street, Post Office Box 6526, Tallahassee, Florida 32314, Leon County, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been designated to accept service of process for the above stated company, at the place designated in this Certificate, the undersigned hereby accepts the designation and agrees to act in this capacity and comply with the provisions of said Acts relative to keeping open said office.

Dated February 10th, 2000 in Tallahassee, Florida.



Timothy G. Schoenwalder

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA