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FRANK C. AMATEA

LAWYER

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August 2, 2000

500 N. E. EIGHTH AVENUE
OCALA, FLORIDA 34470

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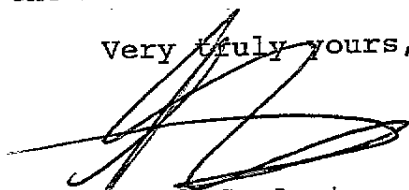
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Classic Games, Inc.

Ladies/Gentlemen:

Enclosed please find original and copy of Articles of Incorporation for the subject corporation together with my check for \$70.00 representing the filing fee and registered agent fee. We do not need a certified copy of the Articles of Incorporation.

Very truly yours,



Frank C. Amatea

FCA:ejm
Enclosures

cc: Mr. Walter L. Hutto

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
CLASSIC GAMES, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is:

CLASSIC GAMES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1507 S. E. 150th Street
Summerfield, FL 34491

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Walter L. Hutto
1507 S. E. 150th Street
Summerfield, FL 34491

ARTICLE V. INCORPORATOR

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

Walter L. Hutto
1507 S. E. 150th Street
Summerfield, FL 34491

ARTICLE VI. DURATION

The period of duration of the corporation is perpetual.

ARTICLE VII. PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of Florida.

The undersigned has executed these Articles of Incorporation this 2 day of August, 2000.

Walter L. Hutto
Walter L. Hutto

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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

1. The name of the corporation is:

CLASSIC GAMES, INC.

2. The name and address of the registered agent and office is:

Walter L. Hutto
1507 S. E. 150th Street
Summerfield, FL 34491

SIGNATURE: Walter L. Hutto

Walter L. Hutto

TITLE: Incorporator

DATE: 8-15, 2000

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: Walter L. Hutto

Walter L. Hutto

DATE: 8-15, 2000