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C. Randy Harrod, CPA, CVA

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01 SEP 24 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 19, 2001

Joey Bryan
Document Specialist
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

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**Re: Articles of Incorporation
PLAYNATION OF CENTRAL FLORIDA, INC.**

EFFECTIVE DATE
09-19-01

Dear Mr. Bryan,

Please find enclosed an original and one copy of the Articles of Incorporation for PLAYNATION OF CENTRAL FLORIDA, INC. In addition, a check in the amount of \$87.50 is enclosed.

Please file accordingly and forward the approved documents to my office address as listed above.

I appreciate your prompt attention regarding this matter.

Sincerely,



C. Randy Harrod

J. BRYAN SEP 24 2001

**ARTICLES OF INCORPORATION
OF
PLAYNATION OF CENTRAL FLORIDA, INC.**

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is PLAYNATION OF CENTRAL FLORIDA, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at and the mailing address of the corporation is 2075 S. Woodland Blvd., DeLand, Florida, 32724.

ARTICLE III: CAPITAL STOCK

EFFECTIVE DATE
09-19-01

- (a) Authorized Shares: The total number of shares that may be issued by the corporation is 1,000, all of which shall be of the same class, shall be of the par value of \$1.00 per share, and shall be designated common stock.
- (b) Capital Stock: The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.
- (c) Corporate Liquidation and Dissolution: In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.
- (d) Voting: Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote per share so held. At all meetings of shareholders, a majority in number of shares entitled to vote at such meeting, present either in person or represented by proxy, shall constitute a quorum.
- (e) Preemptive Rights: Shareholders shall have no preemptive rights.
- (f) Cumulative Voting: Cumulative voting shall not be permitted.
- (g) Restrictions on Transfer of Stock: The shareholders may, by bylaw or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2075 S. Woodland Blvd., DeLand, Florida, 32724, and the name of the initial registered agent of this corporation at that address is Timothy P. Thomas.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation is:

Timothy P. Thomas
2075 S. Woodland Blvd.
DeLand, Florida 32724

ARTICLE VI: DIRECTORS

- (a) Number: The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.
- (b) Initial Board of Directors: The name and address of the initial directors until the first annual meeting of the shareholders is as follows:

Timothy P. Thomas
John K. Martin
2075 S. Woodland Blvd.
DeLand, Florida 32724

- (c) Compensation: The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.
- (d) Indemnification: The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

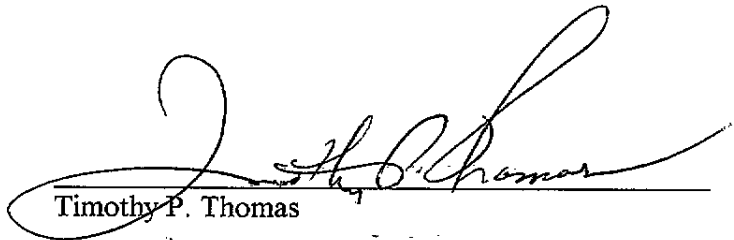
The directors shall adopt the initial Bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw

adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledged these Articles of Incorporation this 19 day of September 2001.



Timothy P. Thomas

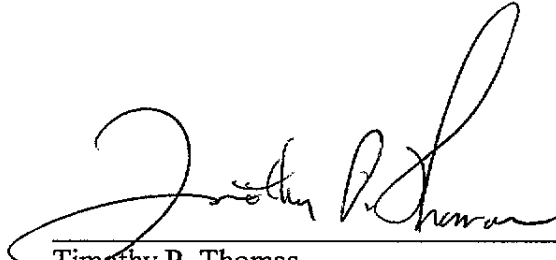
CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PLAYNATION OF CENTRAL FLORIDA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of DeLand, County of Volusia, State of Florida, has named Timothy P. Thomas, located at 2075 S. Woodland Blvd., DeLand, Volusia County, Florida as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Timothy P. Thomas
Resident Agent

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