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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : HODGSON RUSS LLP
Account Number : 072720000242
Phone : (561) 394-0500
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TALLAHASSEE, FLORIDA
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FLORIDA PROFIT CORPORATION OR P.A.

Rudy's Penny Arcade, Inc.

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ARTICLES OF INCORPORATION
OF
RUDY'S PENNY ARCADE, INC.

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ARTICLE 1

NAME

The name of this Corporation is RUDY'S PENNY ARCADE, INC. (the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation shall be 5935 South University Drive, Davie, Florida 33328.

ARTICLE 3

MAILING ADDRESS

The initial mailing address of this Corporation shall be 5935 South University Drive, Davie, Florida 33328.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE 5

SHARES

The aggregate number of shares which this Corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock, with having \$0.01 par value per share, which Common shares, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

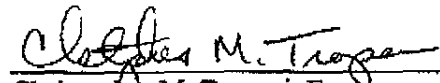
The street address of the initial registered office of this Corporation is 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that office is HRAWG CORP.

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator is Christopher M. Trapani, Esq. located at 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431.

The undersigned has executed these Articles of Incorporation this 23rd day of December, 2004.



Christopher M. Trapani, Esq.,
Incorporator

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CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
RUDY'S PENNY ARCADE, INC.

Having been appointed as Registered Agent to accept service of process for the above-stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as Registered Agent and hereby agrees to act in this capacity. Further, the undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of all duties and the undersigned is familiar with and accepts the obligations of such position.

HRAWG CORP.

By: 
Name: Richard A. Goetz
Title: Vice President

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