

P95000016224

Richard J. Delmond

Phone (904) 331-7023

9211 N.W. 13th Place  
Gainesville, Florida 32606

Fax (904) 331-7023

February 24, 1995

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

400001416284  
-02/27/95--01070--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Lottery America, Inc., new corporation

Dear Sir:

Enclosed herewith please find my check made payable to the Secretary of State in the amount of \$122.50 and two original Articles of Incorporation and Acceptance of Registered Agent for Lottery America, Inc.

Please process the Articles of Incorporation and return a certified copy to me

Thank you in advance for your consideration. If you need to contact me by telephone for any reason during daytime hours, my daytime telephone is (904) 375-7030.

Sincerely yours,

*Richard J. Delmond*

Richard J. Delmond  
9211 N.W. 13th Place  
Gainesville, FL 32606

CC: File

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 27 AM 10:20

KAN 2-28

ARTICLES OF INCORPORATION  
OF  
LOTTERY AMERICA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 27 AM 10:20

I, the undersigned, for the purpose of beginning a corporation for profit under the laws of the state of Florida, adopt the following Articles of Incorporation.

ARTICLE ONE. NAME

The name of this corporation is LOTTERY AMERICA, INC..

ARTICLE TWO. PRINCIPAL OFFICE

The address of the principal office of the corporation is 700 S.W. 62nd Street, Apartment #154, Gainesville, Florida 32607, and it's mailing address is 700 S.W. 62nd Street, Apartment #154, Gainesville, Florida 32607.

ARTICLE THREE. DURATION

This corporation shall exist perpetually commencing upon the date of filing of these Articles of Incorporation with the Department of State.

ARTICLE FOUR. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FIVE. CAPITAL STOCK

This corporation is authorized to issue one hundred (100)

shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE SIX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, and such preemptive right shall also be in favor of shareholders who received their issued stock within six (6) months from the effective date of incorporation, irrespective of whether the stock was sold for cash, for other tangible or intangible property, or for services already performed.

#### ARTICLE SEVEN. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 700 S.W. 62nd Street, Apartment #154, Gainesville, Florida 32607, and the name of the initial registered agent of this corporation at that address is Millard F. Benoit, Jr..

#### ARTICLE EIGHT. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be more than five. The names and addresses of the initial

directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Millard F. Benoit, Jr.	700 S.W. 62nd Street Apartment #154 Gainesville, Florida 32607
Robert L. Helms, Jr.	P.O. Box 775 1549 N.E. 165th Street Citra, Florida 32113
Richard J. Delmond	9211 N.W. 13th Place Gainesville, Florida 32606

#### ARTICLE NINE. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Millard F. Benoit, Jr., 700 S.W. 62nd Street, Apartment #154, Gainesville, Florida 32607.

#### ARTICLE TEN. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE ELEVEN. INDEMNIFICATION

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

#### ARTICLE TWELVE. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation and accepted appointment as Registered Agent this 23 day of February, 1995.

Millard F. Benoit Jr.  
MILLARD F. BENOIT, JR.

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared MILLARD F. BENOIT, JR., to me known to be the person described in and who executed the foregoing Articles of Incorporation of LOTTERY AMERICA, INC., and he acknowledged before me that he executed the same for the uses and purposes therein set forth.

Witness my hand and seal this 23<sup>rd</sup> day of February, 1995.

Richard J. Debus  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:  
NOTARY PUBLIC, State of Florida at Large  
My Commission Expires February 27, 1995  
BONDED BY WESTERN SURETY COMPANY

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT OF  
LOTTERY AMERICA, INC.

I hereby accept appointment as Registered Agent of  
LOTTERY AMERICA, INC., a Florida corporation, as set forth in  
ARTICLE SEVEN of the Articles of Incorporation thereof.

Millard F. Benoit, Jr.  
MILLARD F. BENOIT, JR.  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared  
MILLARD F. BENOIT, JR., to me known to be the person described  
in and who executed the foregoing Acceptance of Appointment as  
Registered Agent of LOTTERY AMERICA, INC., and he acknowledged  
before me that he executed the same for the uses and purposes  
therein set forth.

Witness my hand and seal this 23rd day of February,  
1995.

Richard J. Delmond  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:

NOTARY PUBLIC, State of Florida at Large  
My Commission Expires February 27, 1995  
BONDED BY WESTERN SURETY COMPANY

P95000016224

Richard J. Delmond

Attorney at Law  
9211 N.W. 13th Place  
Gainesville, Florida 32606

Phone (904) 375-7030

Fax (904) 375-8368

March 8, 1995

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

Re: Lottery America, Inc., new corporation  
P95000016224

Dear Sir:

In filing this new corporation on February 27, 1995, I inadvertently made a scrivener's error in the address of the principal office (Article Two); the registered office (Article Seven); the address of Director, Millard F. Benoit, Jr. (Article Eight); and the incorporator (Article Nine). The error in the address for each of these was the use of the word "Street" rather than "Boulevard". The correct address in each instance should be as follows:

700 S.W. 62nd Boulevard  
Apartment 154  
Gainesville, Florida 32607

When I called your offices today, I was advised to write this letter requesting a correction of your records.

Thank you in advance for your consideration.

Sincerely yours,

*Richard J. Delmond*  
Richard J. Delmond

P95000016224

**Richard J. Delmond**

Attorney at Law  
9211 N.W. 13th Place  
Gainesville, Florida 32606

Phone (904) 375-7030

Fax (904) 375-8368

April 28, 1995

Secretary of State  
Division of Corporations  
Attn: Doris McDuffie  
Corporate Specialist Supervisor  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amended Articles for Lottery America, Inc.,  
corporation P95000016224

Dear Ms. McDuffie:

I have been working with Mr. Kevin Nickens who told me by telephone this morning that this is his last day. He advised me that you are familiar with the "Lottery America" situation and that I needed to deal directly with you.

The Division of Corporations mistakenly incorporated Lottery America, Inc., in that the word "lottery" may not be used in a corporate name. The Division of Corporations has agreed to process an Amendment of Articles of Incorporation to correct this error, and to process it and provide a certified copy at no cost.

Enclosed please find the original executed Amendment and a copy for certification. Please send the certified copy to the above address.

If you have any questions or concerns, please call me. Thank you in advance for your consideration in this matter.

Sincerely yours,

*Richard J. Delmond*

Richard J. Delmond

Enclosures: 1  
CC: Mr. Millard F. Benoit, Jr.

*Name Change*

*LFT 5-3-95*

FILED  
1995 MAY -2 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA LOTTERY



Lawton Chiles  
Governor

Marcia Mann, Ph.D.  
Secretary

March 16, 1995

FILED  
1995 MAY -2 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Richard J. Delmond, Esquire  
Post Office Box 2940  
Gainesville, Florida 32602

VIA FACSIMILE  
904/375-8368

Dear Mr. Delmond:

Thank you for your letter of March 10, 1995, regarding the use of the name, Lottery America, Inc. As pointed out in your letter, the use of the word "lottery" within a corporate name is restricted by statute and registration by the state Division of Corporations was accepted in error.

I regret to advise that we cannot consent to the use of the word, "lottery" as part of your corporate name. The Florida Lottery being the only legal lottery in the state, we have invested substantial amounts of public funds in name recognition and other public awareness efforts on behalf of the Lottery. In Florida, "lottery" is synonymous with "Florida Lottery".

Unfortunately, there are a number of illicit organizations that have attempted to operate in Florida as well as other states, capitalizing on the public's interest in lotteries in general and the Florida Lottery in particular. They often do this by using names that have an official sounding ring to them. I mention this to underscore the reasoning behind the statute and our decision on your request, and not in any way to suggest that your company is of the type referred to.

Again, I regret the situation that has occurred, but wish you the best of luck with your new business. If we can be of any assistance in helping select a different name, please feel free to give me a call.

Very truly yours,

Kenneth H. Hart, Jr.  
General Counsel

KHH/dg

cc: Mr. Kevin Nickens

# Richard J. Delmond

Attorney at Law

9211 N.W. 13th Place  
Gainesville, Florida 32606

Phone (904) 375-7030

Fax (904) 375-8368

March 8, 1995

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

FILED  
1995 MAY -2 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Lottery America, Inc., new corporation  
P95000016224

Dear Sir:

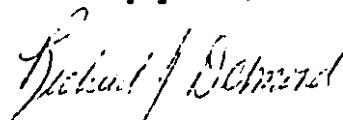
In filing this new corporation on February 27, 1995, I inadvertently made a scrivener's error in the address of the principal office (Article Two); the registered office (Article Seven); the address of Director, Millard F. Benoit, Jr. (Article Eight); and the incorporator (Article Nine). The error in the address for each of these was the use of the word "Street" rather than "Boulevard". The correct address in each instance should be as follows:

700 S.W. 62nd Boulevard  
Apartment 154  
Gainesville, Florida 32607

When I called your offices today, I was advised to write this letter requesting a correction of your records.

Thank you in advance for your consideration.

Sincerely yours,

  
Richard J. Delmond

AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
LOTTERY AMERICA, INC.

FILED  
1995 MAY -2 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006, Florida Statutes, this corporation adopts the following Article of Amendment to its Articles of Incorporation:

FIRST: The specifically identified Articles of Incorporation are amended to read as follows:

ARTICLE ONE. NAME

The name of this corporation is changed to AMERICA'S WINNING NUMBERS CORPORATION.

ARTICLE TWO. PRINCIPAL OFFICE

The address of the principal office of the corporation is 700 S.W. 62nd Boulevard, Suite #154, Gainesville, Florida 32607, and it's mailing address is 700 S.W. 62nd Boulevard, Suite #154, Gainesville, Florida 32607.

ARTICLE SEVEN. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 700 S.W. 62nd Boulevard, Suite #154, Gainesville, Florida 32607, and the name of the initial registered agent of this corporation at that address is Millard F. Benoit, Jr..

ARTICLE EIGHT. INITIAL BOARD  
OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be more than five. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Millard F. Benoit, Jr.	700 S.W. 62nd Blvd. Suite #154 Gainesville, FL 32607
Robert L. Helms, Jr.	P.O. Box 775 1549 N.E. 165th St. Citra, Florida 32113
Richard J. Delmond	9211 N.W. 13th Place Gainesville, FL 32606

ARTICLE NINE. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Millard F. Benoit, Jr., 700 S.W. 62nd Boulevard, Suite #154, Gainesville, Florida 32607.

SECOND: All of the other Articles of Incorporation shall remain the same.

THIRD: All of the foregoing Amendments to the Articles of incorporation were adopted by the Incorporator without shareholder action and shareholder action

was not required since no shares have been issued.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation and accepted appointment as Registered Agent this 28th day of April, 1995.

Millard F. Benoit, Jr.  
MILLARD F. BENOIT, JR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day personally appeared MILLARD F. BENOIT, JR., to me known to be the person described in and who executed the foregoing Amended Articles of Incorporation of AMERICA'S WINNING NUMBERS CORPORATION, and he acknowledged before me that he executed the same for the uses and purposes therein set forth.

Witness my hand and seal this 28th day of April, 1995.

Richard J. Delmond  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:



RICHARD JOSEPH DELMOND  
MY COMMISSION # CC423123 EXPIRES  
February 27, 1999  
BONDED THRU TROY FARM INSURANCE, INC.