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Law Offices of
ELLIS & O'BRIEN
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March 16, 1994

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Re: A & E Family Entertainment Centers, Inc.

Dear Sir/Madam:

Please find enclosed the original and a copy of the Articles of Incorporation for A & E Family Entertainment Centers, Inc., and a check in the amount of \$122.50 computed as follows:

Filing fee	\$35.00
Registered agent designation	\$35.00
Certified copy	\$52.50

Please return the certified copy to this office.

Thank you for your attention in this matter.

Very truly yours,


Gerald F. O'Brien

GFO/lc

cc: Abe Shames

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 20 AM 10:09

KAN 321

A & E FAMILY ENTERTAINMENT CENTERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

95 MAR 20 AM 10:09

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

1. **NAME:** The name of this corporation is A & E FAMILY ENTERTAINMENT CENTERS, INC. The principal office of the corporation is located at 7606 Cypress Lake Drive S., Sarasota, Florida 34243 and the mailing address of the corporation is the same.

2. **TERM:** The corporation shall exist perpetually.

3. **PURPOSE:** The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

4. **CAPITAL STOCK:** This corporation is authorized to issue 10,000 shares of common stock of a par value of \$1.00 a share.

5. **REGISTERED AGENT:** The initial registered agent for this corporation is Gerald F. O'Brien, Esq., and the initial registered office is located at 1800 Second St., Suite 806, Sarasota, Florida 34236.

6. **DIRECTORS:** This corporation shall have two directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

7. **INITIAL DIRECTORS:** The name and street address of each member of the first board of directors is:

Emilio Fiore - 6995 Country Lake Circle, Sarasota, Florida 34243

Abraham Shames - 100 Sands Pt. Rd., Apt. 201, Longboat Key, Florida 34228

They shall hold office until the first annual meeting of stockholders.

8. **INCORPORATOR:** The name and street address of the incorporator is Abraham Shames.

DATED on 3-16-95


ABRAHAM SHAMES

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on March 16, 1995.

Sworn to and subscribed before me

this 16th day of March, 1995.

Lorraine C. Carriere

Notary Public



LORRAINE C. CARRIERE
COMMISSION # CC 316704
EXPIRES OCT 31, 1997
Atlantic Bonding Co., Inc.
RNO. 792, 2245

My Commission Expires:

Personally known ✓ or produced identification _____

Type of Identification Produced _____

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Gerald F. O'Brien
Gerald F. O'Brien