

P95000034624

Attorney-at-Law
13770 58th Street N. - Suite 303
Clearwater, FL 34620-3759

(813) 536-5001

Fax: (813) 539-8631

April 24, 1995

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

RE: Universal Entertainment, Inc.

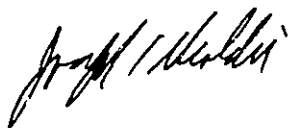
Dear Sir:

Enclosed are two copies of the Articles of Incorporation for the subject corporation and our check in the amount of \$122.50 to cover the following:

Filing Fee
Certified Copy Fee
Registered Agent Fee

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation and returning them to us.

Sincerely yours,



Joseph C. Skalski, Esquire
JCS/fvw
enc.



FILED
95 APR 27 PM 9 55
TALLAHASSEE, FL
SECRETARY OF STATE

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****122.50 ****122.50

**ARTICLES OF INCORPORATION
OF
UNIVERSAL ENTERTAINMENT, INC.**

FILED
95 APR 27 AM 9 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

UNIVERSAL ENTERTAINMENT, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

A. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of Corporation property, or other instruments to secure the payment of corporate indebtedness as required;

C. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other government, and, while owner of such stock, to exercise all the rights, powers and privileges of such ownership, including the right to vote such stock.

E. To conduct any and all lawful business including but not limited to wholesale and retail of various types of software (video, games, CD ROM, music - CD).

F. In general, to have and exercise all powers conferred by the laws of the State of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

A. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of Common Stock having a nominal or par value of \$1.00 per share.

B. The holders of stock of the Corporation shall be entitled to one (1) vote for each share of stock held at all meetings of Stockholders with cumulative voting not permitted.

C. The stock of the Corporation shall be paid for in lawful money of the United States of America, or in property, securities, services or such other method of payment as the Board of Directors may reasonable approve at a just valuation to be fixed by the Board of Directors; the Corporation may from time to time increase its capital stock to any amount not prohibited by law.

ARTICLE IV

This Corporation shall begin existence as of the date of filing, and shall exist perpetually.

ARTICLE V

The Registered Office of this Corporation in the State of Florida is 13770 58th Street N., Ste. 303, Clearwater, FL 34620. The principal office of this Corporation in the State of Florida is 1610 N. Myrtle Ave., Clearwater, FL 34615. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

The Registered Agent and his address in the State of Florida is:

Joseph C. Skalski, Esquire
13770 58th St. N., Ste. 303
Clearwater, FL 34620

ARTICLE VII

This Corporation shall not have less than one (1) Director initially, who shall not be required to be a Stockholder. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and post office address of the first Board of Directors and Officers is:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Judith Kugler	1610 N. Myrtle Ave. Clearwater, FL 34615	President
Brad Kugler	1610 N. Myrtle Ave. Clearwater, FL 34615	Vice-President
Ryan Kugler	1610 N. Myrtle Ave. Clearwater, FL 34615	Vice-President
Todd Kugler	1610 N. Myrtle Ave. Clearwater, FL 34615	Secretary-Treasurer

ARTICLE IX

The name and post office address of the person signing these Articles of Incorporation is:

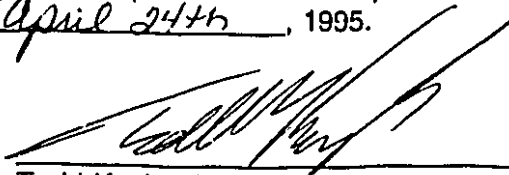
Todd Kugler

1610 N. Myrtle Ave.
Clearwater, FL 34615

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by two-thirds (2/3) of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed these Articles of Incorporation on April 24th, 1995.


Todd Kugler, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 24th
day of April, 1995 by Todd Kugler.

Freida V. Wheeler
NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 4/24/95

Joseph C. Skalski
Joseph C. Skalski



DISTRIBUTION
VIDEO & AUDIO

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7/29/96

Please change name to
Utility Savings of America, Inc. DBA
USA Inc if possible. Any questions,
please call 813 447 4147 ext 138.

300001912883
-08/05/96--01049--004
*****35.00 *****35.00

Sincerely,

~~12/10/96~~

SH 2/19
NC

12/10/96

08/10/96 11:54

12/10/96

1610 N. Myrtle Avenue
Clearwater, FL 34615
(800) 683-4147
(813) 447-4147
(813) 441-3069 (FAX)

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 9, 1996

Todd Kugler
1610 N. Myrtle Ave.
Clearwater, FL 34615

SUBJECT: UNIVERSAL ENTERTAINMENT, INC.
Ref. Number: P95000034624

We have received your document for UNIVERSAL ENTERTAINMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove the d/b/a name from the Amendment. If you would like to register the d/b/a name, you can do so by filing the enclosed Fictitious Name Registration form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 796A00038089

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Universal Entertainment, Inc.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Please change Universal Entertainment, Inc
to Utility Savings of America, Inc

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: _____

7/29/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

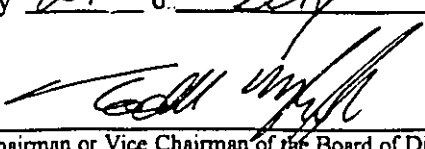
"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 29 of July, 19 96

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Todd Kusler
Typed or printed name

Shareholder, Treasurer
Title

May-01-97 01:07P

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P.01

5/01/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:26 PM

((H97000007193 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA
CONTACT: JULIO C EXOUTVEL
PHONE: (813)977-5203

ACCT#: 105404002242

FAX #: (813)632-2797

NAME: UTILITY SAVINGS OF AMERICA, INC.

AUDIT NUMBER.....H97000007193

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

CERT. COPIES.....0

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$43.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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FILED
97 MAY -1 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000007193

Articles of Amendment

Article I. Name

The name of this Florida corporation is: Myrtle Properties Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Utility Savings of America, Inc. to Myrtle Properties Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on May 1, 1997.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on May 1, 1997.

Myrtle Properties Inc.

By: _____

Todd Kuyler

Its: Vice President

FILED
97 MAY -1 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA