

# P95000044852

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

RE: Magic Game Vending, Inc

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via: \_\_\_\_\_ Return via \_\_\_\_\_

Mailing No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 95 JUN 12 AM 10:01

EFFECTIVE DATE  
6-8-95

*DB 6/12/95*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	CK No. _____	_____
BY <u>[Signature]</u>	_____	_____	_____

WALK-IN  
 Will Pick Up 6:12 12pm

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kill		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
<b>SUBTOTALS</b>		

95 JUN 12 AM 8 52  
 DIVISION OF CORPORATIONS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
**TERMS: NET 10 DAYS FROM INVOICE DATE**  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUN 12 AM 10: 01

ARTICLES OF INCORPORATION  
OF  
MAGIC GAME VENDING, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

MAGIC GAME VENDING, INC.

ARTICLE II - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this corporation shall come into existence shall be the date these Articles are executed, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office, of this corporation is:

EFFECTIVE DATE

6-8-95

Marchena and Graham, P.A.  
233 South Semoran Boulevard  
Orlando, Florida 32807

and the name of the initial registered agent of this corporation at that address is:

Alberto S. Bustamante, Esquire

The principal office and mailing address of this corporation is:

5115 Jeannine Court  
Orlando, Florida 32807

#### ARTICLE VI - Directors

- A. The initial number of directors of this corporation shall be two (2).
- B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
George Deeb	5115 Jeannine Court Orlando, Florida 32807
Frances Deeb	5115 Jeannine Court

Frances Deeb

5115 Jeannine Court  
Orlando, Florida 32807

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

#### ARTICLE VII - Incorporators

The name and street address of the incorporators signing these Articles are:

<u>Name</u>	<u>Address</u>
George Deeb	5115 Jeannine Court Orlando, Florida 32807

#### ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

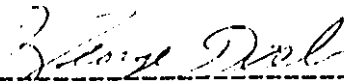
#### ARTICLE IX - Amendment to Articles

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 shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 8<sup>th</sup> day of June, 1995.

  
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George Deeb

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of June, 1995, by George Deeb who is personally known to me and who did not take an oath.

  
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Notary Public

My Commission Expires:



ALBERTO S BUSTAMANTE  
My Commission CC357645  
Expires Mar. 21, 1998  
Bonded by HAI  
800-422-1555

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUN 12 AM 10:01

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of Magic Game Vending, Inc.

  
Alberto S. Bustamante, Esq.

corp\art\inc.cor