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A Partnership Including Professional Associations

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June 9, 1995

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Board of Bar Examiners, Civil Law
Certified Mediators

File No.
216.00135

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **ELECTRONIC AMUSEMENT SYSTEMS, INC.**

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation of Electronic Amusement Systems, Inc., and our check made payable to your order in the amount of \$122.50, representing filing fee (\$35.00), Registered Agent Designation (\$35.00), and one certified copy (\$52.50).

If you find these items to be in proper order, I would appreciate your returning the enclosed copy to me as a certified copy as soon as possible after the original is filed.

Yours sincerely,

Russell W. LaPeer

Russell W. LaPeer
For the Firm

700001514297
-06/15/95--01075--017
****122.50 ****122.50

RWL:am
Enclosures

Adrienne McNevey GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp. address
DATE 6-19-95
DOC. EXAM KLH

KLH
6-19-95

ARTICLES OF INCORPORATION

OF

ELECTRONIC AMUSEMENT SYSTEMS, INC.

FILED

95 JUN 15 AM 11:54

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator is a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be Electronic Amusement Systems, Inc. The corporate mailing address and principal address is: 8602-C S.W. State Road 200, Suite 194, Ocala, Florida 34481

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

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

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 50 shares of common stock, with a par value of \$10 per share. The total number of authorized shares shall have an aggregate par value of \$500. Each share of authorized stock which is initially sold shall be fully paid for before the corporation begins transaction of business.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is Russell W. LaPeer, 445 N. E. 8th Avenue, Ocala, Florida 34470.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The names and addresses of the first Board of Directors of the corporation consists of: Clark Mahannah, Suite 194, 8602-C, S.W. State Road 200, Ocala, Florida 34481.

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of the above named director. These directors shall hold office until any successors are duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice President, Treasurer and

Secretary, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following persons shall hold the below-designated offices until their successors are elected and qualified:

President/Secretary/Vice President/Treasurer: Clark Mahannah, Suite 194, 8602-C, S.W. State Road 200, Ocala, Florida 34481.

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is Clark Mahannah, Suite 194, 8602-C, S.W. State Road 200, Ocala, Florida 34481., Ocala, Florida 34474.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by 75% vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI

BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Board of Directors.

ARTICLE XII

AMENDMENT The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall required a 70% vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 6th day of June, 1995.

WITNESSES:

Renee Wolcott

Dorine Rodriguez

Clark Mahannah
Clark Mahannah, Incorporator
and Subscriber

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Clark Mahannah, as Incorporator and Subscriber, and was identified to me by a Florida Driver's license to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of June, 1995.

(SEAL)

Adrienne C. McAlevey
Signature of Notary

Adrienne C. McAlevey
Name and Commission Number of Notary



FILED

ACCEPTANCE AND CONSENT OF REGISTERED AGENT

05 JUN 15 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned registered agent hereby
accepts such designation on this 12th day of June, 1995.

WITNESSES:

[Signature]
Robert Wolcott

Russell W. LaPeer
Russell W. LaPeer
Registered Agent

[Signature]
Dorine Rodriguez
STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared
Russell W. LaPeer, as Registered Agent, to me well known to be the
person described in and who acknowledged before me that he executed
the foregoing freely and voluntarily for the purposes therein
expressed.

WITNESS my hand and official seal this 12th day of
June, 1995.

(SEAL)

[Signature]
Signature of Notary

Adrienne C. McAlevey
Name and Commission Number of Notary

