

1201 HAYS STREET

800-342-8086

TALLAHASSEE, FL 32301

22 00 PM '95



networks

PRINTED MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 001000000012

REFERENCE : 633680 3273E

AUTHORIZATION : Patricia Pijoto

COST LIMIT : \$ 122.50

ORDER DATE : July 7, 1995

ORDER TIME : 9:41 AM

ORDER NO. : 633680

80000015828413

CUSTOMER NO: 3273E

CUSTOMER: Jeffrey Becker, Esq
BAKER & HOSTETLER

Suite 2300, Sunbank Center
700 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: VIRTUAL REALITY ENTERTAINMENT
CENTER OF FLORIDA, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN UNSTAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen E. Rozal

EXAMINER'S INITIALS: T. BROWN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL -7 AM 9:23

FILED

JUL 10 1995

Articles of Incorporation
of

VIRTUAL REALITY ENTERTAINMENT CENTER OF FLORIDA, INC.

FILED
95 JUL -7 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is VIRTUAL REALITY ENTERTAINMENT CENTER OF FLORIDA, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 5856 South Semoran Boulevard, Orlando, Florida 32822.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Bank Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 30,000,000 shares, which shall consist of 10,000,000 shares of Class A Voting Common Stock, \$0.01 par value per share ("Voting Common Stock"), 10,000,000 shares of Class B Non-Voting Common Stock, \$0.01 par value per share ("Non-Voting Common Stock"), and 10,000,000 shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock").

2. Common Stock

2.1 Issuance, Consideration and Terms. Any unissued or treasury shares of the Voting Common Stock and the Non-Voting Common Stock (collectively the "Common Stock") may be issued from time to time for such consideration as may be fixed from time to time by the Board of Directors. The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Except as set forth in Section 2.2 hereof, each share of Common Stock shall be of equal rank and shall be identical to every other share of Common Stock. Holders of Common Stock shall have such rights as are provided herein and by law.

2.2 Voting Rights. Except as expressly required by law or as provided in or fixed and determined pursuant to Section 3 of this Article V, the entire voting power and all voting rights shall be vested exclusively in the Voting Common Stock; no voting rights whatsoever shall be attributable to the Non-Voting Common Stock. Each holder of shares of Voting Common Stock shall be entitled to one (1) vote for each share standing in such holder's name on the books of the Corporation.

2.3 Dividends. Subject to Section 3 of this Article V, the holders of Common Stock shall be entitled to receive, and shall share equally share for share, when and as declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends or distributions payable in cash, in property or in securities of the Corporation.

3. Preferred Stock

3.1 Authority of the Board of Directors to Create Series. The Board of Directors is hereby expressly granted authority, to the full extent now or hereafter permitted herein and by the Florida Business Corporation Act, at any time or from time to time, by resolution or resolutions, to create one or more series of Preferred Stock, to fix the authorized number of shares of any series (which number of shares may vary as between series and be changed from time to time by like action), and to fix the terms of

such series, including but not limited to, the following:

(i) the designation of such series, which may be by distinguishing number, letter or title;

(ii) the rate or rates at which shares of such series shall be entitled to receive dividends; the periods in respect of which dividends are payable; the conditions upon, and times of payment of, such dividends; the relationship and preference, if any, of such dividends to dividends payable on any other class or classes or any other series of stock; whether such dividends shall be cumulative and, if cumulative, the date or dates from which such dividends shall accumulate; and the other terms and conditions applicable to dividends upon shares of such series;

(iii) the rights of the holders of the shares of such series in case the Corporation be liquidated, dissolved or wound up (which may vary depending upon the time, manner or voluntary or involuntary nature or other circumstances of such liquidation, dissolution or winding up) and the relationship and preference, if any, of such rights to rights of holders of shares of stock of any other class or classes or any other series of stock;

(iv) the right, if any, of the Corporation to redeem shares of such series at its option, including any limitation of such right, and the amount or amounts to be payable in respect of the shares of such series in case of such redemption (which may vary depending on the time, manner or other circumstances of such redemption), and the manner, effect and other terms and conditions of any such redemption;

(v) the obligation, if any, of the Corporation to purchase, redeem or retire shares of such series and/or to maintain a fund for such purpose, and the amount or amounts to be payable from time to time for such purpose or into such fund, or the number of shares to be purchased, redeemed or

retired, the per share purchase price or prices, and the other terms and conditions of any such obligation or obligations;

(vi) the voting rights, if any, which, if granted, may be full, special, or limited, to be given the shares of such series, including, without limiting the generality of the foregoing, the right, if any, as a series or in conjunction with other series or classes, to elect one or more members of the Board of Directors either generally or at certain times or under certain circumstances, and restrictions, if any, on particular corporate acts without a specified vote or consent of holders of such shares (such as, among others, restrictions on modifying the terms of such series or of the Preferred Stock, restricting the permissible terms of other series or the permissible variations between series of the Preferred Stock, authorizing or issuing additional shares of the Preferred Stock, creating debt, or creating any class of stock ranking prior to or on a parity with the Preferred Stock or any series thereof as to dividends, or assets remaining for distribution to the stockholders in the event of the liquidation, dissolution, or winding up of the Corporation);

(vii) the right, if any, to exchange or convert the shares into shares of any other series of the Preferred Stock or into shares of any other class of stock of the Corporation or the securities of any other corporation, and the rate or basis, time, manner, terms and conditions of exchange or conversion or the method by which the same shall be determined; and

(viii) the other special rights, if any, and the qualifications, limitations or restrictions thereof, of the shares of such series.

The Board of Directors shall fix the terms of each such series, which terms shall be evidenced by an amendment to these Articles of Incorporation filed with the Florida Secretary of State in accordance with applicable law prior to the issuance of the

shares thereof, and the terms of each such series may, subject only to restrictions, if any, imposed by these Articles of Incorporation, as may be amended from time to time, or by applicable law, vary from the terms of other series to the extent determined by the Board of Directors from time to time and provided in an amendment to these Articles of Incorporation fixing the terms of the respective series of the Preferred Stock.

5.2 Status of Certain Shares. Shares of any series of the Preferred Stock, whether provided for herein, by amendment hereto or otherwise in accordance with applicable law, which have been redeemed (whether through the operation of a sinking fund or otherwise) or which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes, or which have been purchased or otherwise acquired by the Corporation, shall have the status of authorized and unissued shares of the Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of the Preferred Stock to be created in accordance with applicable law or as part of any other series of the Preferred Stock, all subject to the conditions or restrictions on issuance set forth herein or in any amendment hereto providing for the issue of any series of the Preferred Stock.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws;

provided, however, there shall never be less than two. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Duane A. Seaman	5856 South Semoran Blvd. Orlando, Florida 32822
Gregory F. Gustin	5856 South Semoran Blvd. Orlando, Florida 32822
James Davis	5856 South Semoran Blvd. Orlando, Florida 32822
Kenneth DeHoff	5856 South Semoran Blvd. Orlando, Florida 32822

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

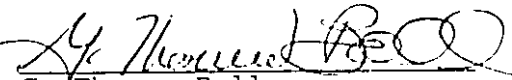
Indemnification

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

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 6th day of July, 1995.

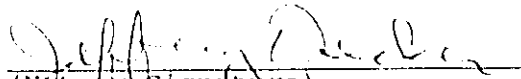
A.G.C. Co.

By: 
G. Thomas Ball
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
6th day of July, 1995, by G. THOMAS BALL of A.G.C. Co., an Ohio
corporation, on behalf of the corporation. He is personally known
to me ~~or has produced~~ _____ as identification.

JEFFREY E. DECKER
Notary Public, State of Florida
My Comm. expires Oct. 22, 1995
Comm. No. CC154035


(Notary Signature)

(NOTARY SEAL)

(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

D:\24194\95\001\ARTICLES
07\06\95 time

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

FILED
95 JUL -7 11 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That VIRTUAL REALITY ENTERTAINMENT CENTER OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By: G. Thomas Ball
G. Thomas Ball
Vice President

DATED: July 6, 1995