



1201 HAYS STREET
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P9500052845

ACCOUNT NO. : 0721000000032

REFERENCE : 634418 132254A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : July 10, 1995

ORDER TIME : 8:27 AM

ORDER NO. : 634418

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst.
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

*****70.00 *****70.00

EFFECTIVE DATE
JUL - 7 1995

DOMESTIC FILING

NOTE ARTICLEA III FOR EFFECTIVE DATE.
NAME: SKYWAY LANES, INC

XX ARTICLES OF INCORPORATION
... CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
... CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 JUL 10 PM 2 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUL 10 1995

EFFECTIVE DATE
JUL - 7 1995

ARTICLES OF INCORPORATION
OF
SKYWAY LANES, INC.

FILED
95 JUL 10 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is SKYWAY LANES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 13528 Elgers Street, Cerritos, California 90703.

ARTICLE III

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of July 7, 1995.

ARTICLE IV

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Susan W. Carlson, Esquire, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by her execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Jerry W. Gross	Shoshana K. Gross	Patsy Wedding
13528 Elgers St.	13528 Elgers St.	6802 Crosscut Court
Cerritos, CA 90703	Cerritos, CA 90703	Orlando, FL 32818

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Susan W. Carlson, Esquire, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding.

This right is granted with respect to all shares of stock of the corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

4. Shares sold otherwise than for money.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the

number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 7th day of July, 1995.



Susan W. Carlson

INCORPORATOR

P9500052845

BRONSTEIN, CARLSON, GLEIM & SMITH, P. A.

Joel D. Bronstein
Susan W. Carlson
Holger D. Gleim
Jeffrey J. Kallan
Thomas B. Smith

Suite 1100
150 Second Avenue North
St. Petersburg, Florida 33701

(813) 898-6688
Fax (813) 898-8811

Refer to File No

Writer's Direct Dial No.

952043

August 21, 1995

898-6692

Registered Agent/Address Section
Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED TALLAHASSEE
AUG 22 1995
*****35.00 *****35.00

RE: Skyway Lanes, Inc.

Gentlemen:

Enclosed please find the original and duplicate copy of Change of Registered Office and Agent for the above-referenced corporation, along with our client's check in the amount of \$35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,

Susan W. Carlson
Susan W. Carlson

SWC:ST/klm
Encs.
cc: Skyway Lanes, Inc.

RA Chg.
8/24
JB

CHANGE OF REGISTERED OFFICE AND AGENT
OF
SKYWAY LANES, INC.

95 AUG 21 AM 11:38

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is SKYWAY LANES, INC.
2. The current registered office is located at 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.
3. The registered office will be changed to 1101 62nd Avenue South, St. Petersburg, Florida.

THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION,
PLEASE CHANGE YOUR RECORDS ACCORDINGLY.

4. The current registered agent is Susan W. Carlson.
5. The successor registered agent will be Patsy Wedding.
6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.
7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.
8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

DATED: 7/21/95

SKYWAY LANES, INC.

By: Patsy Wedding
Patsy Pat Wedding
President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Patsy Wedding
Patsy Wedding, Registered Agent

108500

108500