

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9171 FAX

800-342-8086

CSC

national
PRESTIGE BALL
LEGAL FINANCIAL SERVICES

RECEIVED
JAN 5 11:00
DIVISION OF CORPORATIONS

PP600001609

ACCOUNT NO. : 072100000032

REFERENCE : 793664 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyatts

ORDER DATE : January 5, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 793664

200001680242

CUSTOMER NO: 4303929

CUSTOMER: Sheryl Cohen, Legal Assistant
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3230

DOMESTIC FILING

NAME: SUN GAME ROOM HOLDINGS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: T. BROWN JAN - 8 1996

FILED
96 JAN - 5 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUN GAME ROOM HOLDINGS, INC.**

FILED
96 JAN -5 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **SUN GAME ROOM HOLDINGS, INC.**, (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 777 South Flagler Drive, West Tower, 8th Floor, West Palm Beach, Florida 33401.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 777 South Flagler Drive, West Tower, 8th Floor, City of West Palm Beach, County of Palm Beach, State of Florida 33401, and the name of its initial registered agent at such office is Marc Leder.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

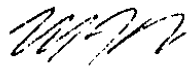
ARTICLE VII

The name of the Incorporator is Marc Leder, and the address of the Incorporator is 777 South Flagler Drive, West Tower, 8th Floor, West Palm Beach, Florida 33401.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 4th day of January, 1996.



Marc Leder, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **SUN GAME ROOM HOLDINGS, INC.**, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Marc Leder, Registered Agent

Dated: January 4, 1996