

**JOSEPH MORRELL, P.A.**  
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Orlando, Florida 32854-0085

**P96000005315**

January 5, 1996

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

Re: Samuri Games, Inc.

TO WHOM IT MAY CONCERN:

800001689373  
-01/16/96--01031--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 to cover the \$35.00 Filing Fee and \$35.00 charge for Designation of Registered Agent.

If you have any questions, please contact the office of the undersigned.

Sincerely,

  
Joseph Morrell

JM/bcc  
Encls

**ARTICLES OF INCORPORATION  
OF  
SAMURI GAMES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

**NAME**

The name of the corporation is SAMURI GAMES, INC.

**ARTICLE TWO**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE**

**PURPOSE**

(a) The purpose for which the corporation is organized is on line mail order and sell of merchandise.

(b) To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

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56 JAN 16 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE FOUR**

##### **CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 100, all of which shall be common shares with no par value.

#### **ARTICLE FIVE**

##### **STOCK TRANSFERS**

(a) No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at Orlando, Florida. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of forty-five (45) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

(b) On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

(c) Each share certificate issued by the corporation shall

have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation.

#### ARTICLE SIX

##### DIRECTORS - INDEMNIFICATION

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation

unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors subject to the approval of a majority of stockholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of

an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, without fifteen months from the date of such payment, delivery by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

## **ARTICLE SEVEN**

### **DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY**

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

## **ARTICLE EIGHT**

### **INITIAL OFFICE AND AGENT**

The street address of the [REDACTED] initial corporate office of the corporation is 493 Kindling Court, Ocoee, Florida 34761 and the name of the initial registered agent is Joseph Morrell, Esquire, 501 N. Magnolia Avenue, Suite C, Orlando, Florida 32801.

## **ARTICLE NINE**

### **INCORPORATORS**

The names and addresses of the incorporators are:

NAME	ADDRESS
Timothy Orr	493 Kindling Court Ocoee, FL 34761

**ARTICLE TEN**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of the corporation are:

NAME	ADDRESS
Timothy Orr	493 Kindling Court Ocoee, FL 34761
Ted Gorospe	2541 Myakka Drive Orlando, FL 32839

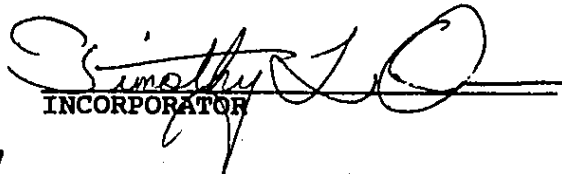
**ARTICLE ELEVEN**

**AMENDMENT OF ARTICLES**

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.

IN WITNESS WHEREOF, I have subscribed my name this 5th day of

JANUARY, 1996.

  
INCORPORATOR



STATE OF Florida  
COUNTY OF Orange

The foregoing Articles of Incorporation were acknowledged before me this 5<sup>th</sup> day of January, 1996, by Timothy L. Orr, Incorporator who:

( ) is personally known to me, or  
(X) who produced O 600-912-23-416-7 as identification and who ~~did~~ (did not) take an oath.

And he/she acknowledged before me that he/she read and executed the same and that the facts contained therein are true and correct.

Basilio C. Clyburn  
Notary Public

Basilio C. Clyburn  
Print Name

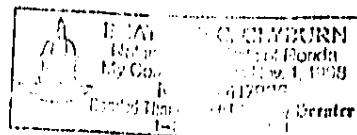
My commission expires:

#### DESIGNATION OF REGISTERED AGENT

Samuri Games, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the County of Orange, State of Florida, has named Joseph Morrell, Esquire, 501 N. Magnolia Avenue, Suite C, Orlando, Florida 32801, as its registered agent to accept service of process within this state, who is located at the aforesaid registered office.

#### ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to



comply with the provisions of said sections relative to keeping open the registered office.

Joseph Marshall  
REGISTERED AGENT

STATE OF Florida  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 12th day of January, 1996, by Joseph Marshall, Registered Agent who:

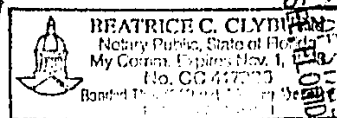
(X) is personally known to me, or  
( ) who produced \_\_\_\_\_ as  
identification and who did (did not) take an oath.

And he/she acknowledged before me that he/she read and executed the same and that the facts contained therein are true and correct.

Beatrice C. Clyburn  
Notary Public

Beatrice C. Clyburn  
Print Name

My commission expires



FILED  
96 JAN 16 AM 9:30  
TALLAHASSEE FLORIDA