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TALLAHASSEE, FLORIDA

BECHTOLD & ASSO

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(407) 966-4534

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Cyberentertainment Systems Corp.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN MAR - 5 1996

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
CYBERTAINMENT SYSTEMS CORP.**

The Undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE  
CORPORATE NAME**

The name of this corporation is CYBERTAINMENT SYSTEMS CORP.

**ARTICLE TWO  
DURATION**

This corporation shall exist perpetually unless sooner dissolved according to law. The commencement of corporate existence of this corporation shall be on the date these Articles are filed by the Department of State.

**ARTICLE THREE  
PURPOSE**

The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all things hereinafter mentioned, as fully and as to the same extent as natural persons might or could do, via:

- A. To originate, market and provide on-site electronic computerized data and related promotional, consulting, systems integration and training services.
- B. To install and service computer hardware, peripherals/equipment and software.
- C. To train customers in the utilization of computer hardware, peripheral equipment and software provided by the company.
- D. To develop, market and implement Hi-Tech Electronic Entertainment devices for use by consumers through retail Kiosk operations, as well as personal computer systems.
- E. To buy, acquire, hold, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent, , processes, devices, inventions, trademarks, formulas, good will and other rights, to take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property, or any interest or rights therein, without a limit as to the amount; lend money on notes secured by mortgage and real estate and real property, and to make advances from time to time on notes secured by mortgage for future advance on real estate; but nothing herein set forth shall give or be construed to give said corporation any banking powers.

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TALLAHASSEE, FLORIDA

- F.** To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this Company, or with which this Company is authorized under the Laws of this State to consolidate, or whose stock the Company, under the laws of this State and the provisions of this Certificate, is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as afore said, possessed of property suitable for any of the purposes of this Company or for carrying on any business which this Company is authorized to conduct, and as the consideration for the same, to pay cash or to issue shares, stocks or obligations of this Company.
- G.** Subject to the limitations herein prescribed and the statutes of this State, to purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the Laws of this State or of any other State, or of any territory of the United States, or of any Foreign Country (except moneyed or transportation or banking or insurance corporations) and to sell or exchange the same, or upon the distribution of assets or dividends or profits, to distribute any such shares, stocks or obligation or proceeds thereof among the stockholders of this company.
- H.** Subject to the limitations herein prescribed and the requirements of the statutes of this State, to borrow or raise money for the purpose of this Company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property, corporeal and incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.
- I.** Subject to the limitations herein prescribed and the requirements of the statutes of this State, to guarantee the payment of dividends or interest on any Shares, Stock debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company and provided the required authority be first obtained for that purpose and always subject to the limitations herein prescribed.
- J.** And further, to do and perform and cause to be done and performed, each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided the grant of the foregoing enumerated powers is upon the express condition precedent, that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above recited, under which said company is organized, and the same shall be exercised by same company only in the manner and to the extent that the same may be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside the State of Florida, in the other States or possessions of the United States and of foreign countries.

- K. Without in any particular way limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have the power in carrying on its business or for the purpose of accomplishment of any of the purposes, or attainment of any kind of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, wither as principal, agent or broker, conferred by the Laws of Florida upon corporation formed under the acts herein above referred to, and which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by Law.

#### **ARTICLE FOUR CAPITAL STOCK**

The amount of total authorized capital stock of this corporation shall be 1,000,000 shares of common stock, at \$ .01 par value each, and all such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The said capital stock is being issued pursuant to Section 1244 of the Federal Internal Revenue Code.

#### **ARTICLE FIVE PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE SIX REGISTERED OFFICE AND AGENT**

The principal place of business of this corporation shall be 6801 Lake Worth Road, Suite #314, Lake Worth, FL., 33467, with the privilege of having branch offices at any other place, and the Registered Agent and the initial registered office for service shall be:

Bruce Bechtold      6801 Lake Worth Road, #314  
Lake Worth, Fl., 33467

#### **ARTICLE SEVEN INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially; the number of directors may be either increased or diminished from time to time by the By-Laws, but never shall be less than one. The officers of this corporation shall be president, vice-president of systems, vice president of finance, secretary, treasurer or assistants thereof.

The names and post office addresses of the initial Board of directors who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, are as follows:

Bruce Bechtold  
President/CEO

6801 Lake Worth Road #314  
Lake Worth, FL, 33467

Susan J. Christensen  
Vice President of Finance  
Treasurer

9332 Talway Circle  
Boynton Beach, FL, 33437

Barry A. Sokolow  
Vice President of Systems  
Secretary

944 N.W. 83rd. Drive  
Coral Springs, FL, 33071

#### INCORPORATOR

The name and address of the incorporator is:

Bruce Bechtold

6801 Lake Worth Road #314  
Lake Worth, FL., 33467

#### ARTICLE NINE INDEMNIFICATION

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

#### ARTICLE TEN AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting after due notice given, by vote of the majority of the stock entitled to vote thereon and present at said meeting.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of March, 1996.

WITNESS:

Frances McKeral

Sherry L. Hale

Bruce Bechtold  
Bruce Bechtold

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before ME, the undersigned authority, personally appeared **BRUCE BECHTOLD** to me known and known to me to be the person who executed the foregoing Articles of Incorporation for the uses and purposes therein contained.

WITNESS my hand and seal this 1<sup>st</sup> day of March, 1996, at 6700 Forest Hill Blvd, Palm Beach County, Florida.  
WPB

Shari E Fogarty  
NOTARY PUBLIC



SHARI E. FOGARTY  
My Commission CC435505  
Expires Feb. 11, 1999  
Bonded by ANB  
K00 B02-0078

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That Cybertainment Systems Corp. desiring to organize under the laws of the State of Florida, with its principal office at 6801 Lake Worth Road, Suite 314, Lake Worth, FL, 33467, Palm Beach County, State of Florida, has named **BRUCE BECHTOLD** located at 6801 Lake Worth Road, Suite 314, Lake Worth, State of Florida, as its agent to accept service of process within the state.

**ACKNOWLEDGMENT:**

Signature: *Bruce Bechtold*  
**BRUCE BECHTOLD**  
Incorporator

Date: 3, 1, 1996

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Signature: *Bruce Bechtold*  
**BRUCE BECHTOLD**  
Resident Agent

Date: 3, 1, 1996

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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P96000019861

*Systemment Systems Corp.*

1000 South Congress Ave., Suite 1900

West Palm Beach, FL, 33406

Phone: 561-966-4334

Fax: 561-966-9134

November 5, 1996

Department of Corporations  
State of Florida

Dear Sirs:

Please find attached and Amendment to our Corporate Charter. Please make the appropriate changes as indicated on the form. Your help in expediting this matter will be greatly appreciated.

Sincerely



Bruce "Buck" Bechtold  
President

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96 NOV -8 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Amend*

VS NOV 1 8 1996

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CYBERTAINMENT Systems Corp.

CORPORATE Charter Number P96000019861  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE FOUR : - THE AMOUNT OF TOTAL AUTHORIZED CAPITAL STOCK INCREASED  
FROM 1,000,000 SHARES TO 10,000,000 SHARES  
- PAR VALUE CHANGED FROM \$.01 PER SHARE TO \$.001 PER SHARE

ARTICLE SIX : - Registered Agent Address changed to :  
1200 S. Congress Ave #4904H  
West Palm Beach, FL, 33406

ARTICLE SEVEN : NUMBER OF DIRECTORS CHANGED FROM THREE (3) TO TWO (2)  
OFFICERS CHANGED TO :

BRUCE BECHTOLD  
President/CEO/Secretary

1200 S. Congress Ave #4904H  
West Palm Beach, FL, 33406

SUSAN J. CHRISTENSEN  
VICE PRESIDENT OF FINANCE  
TREASURER

9332 TALLEY CIRCLE  
Boynton Beach, FL, 33437

DELETE - VICE PRESIDENT OF Systems  
Remove - Barry Sokolow as officer

INCORPORATOR Address Change to 1200 S. Congress Ave  
West Palm Beach, FL, 33406

CORPORATE Address Change to 1200 S. Congress Ave.  
West Palm Beach, FL, 33406

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:



THIRD: The date of each amendment's adoption: NOV 1, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1<sup>st</sup> day of NOVEMBER, 19 96

Signature

Bruce Bechtold, President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

BRUCE BECHTOLD

Typed or printed name

President

Title

P96000019861

1 54 AM FRI DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000017859 5))

TO: DIVISION OF CORPORATIONS  
(904) 922-4000

FAX #:

FROM: TESCHER, LIPPMAN, VALINSKY & KAIN  
072164000350

ACCT#:

CONTACT: PATRICIA FOX-BUTLER  
PHONE: (305) 467-1964  
(305) 467-2264

FAX #:

NAME: CYBERTAINMENT SYSTEMS CORP.

AUDIT NUMBER.....H96000017859

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 3

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TALLAHASSEE, FLORIDA

*Completed - moc  
Linda*

**KIPNIS TESCHER LIPPMAN VALINSKY & KAIN**

ATTORNEYS AT LAW  
ONE FINANCIAL PLAZA  
SUITE 2308  
FORT LAUDERDALE, FLORIDA 33394

TELEPHONE (954) 467-1964  
MIAMI - PALM BEACH (800) 371-0419  
TELECOPIER (954) 467-2264

**FAX TRANSMITTAL SHEET**

DATE: DECEMBER 20, 1996

PLEASE DELIVER TO: SECRETARY OF STATE, DIVISION OF CORPORATIONS

TELECOPIER NO: (954) 922-4000

TELEPHONE NO. \_\_\_\_\_

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FROM: IAY VALINSKY, ESQ.

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VENITA

(954) 467-1964

RETURN FAX NUMBER: (954) 467-2264

COMMENTS: FAX AUDIT NO. FPM000017819.1

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF CYBERTAINMENT SYSTEMS CORP.

\*\*\*\*\*  
FILE NUMBER: 0435.001  
\*\*\*\*\*

\*\*\*\*\*  
THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND  
MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER  
APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR  
AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED  
THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF  
YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND  
RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.  
\*\*\*\*\*

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96 DEC 20 11  
DIVISION OF CORP.

Fax Audit No. H96000017859 5

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CYBERTAINMENT SYSTEMS CORP.**

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96 DEC 20 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Cybertainment Systems Corp., a Florida corporation (the "Corporation"), are hereby amended as follows:

Articles Three, Four, Five, Seven, and Eight are each deleted in their entirety and substituted by the following:

**ARTICLE THREE**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 12,000,000 shares, which are to be divided into two classes as follows:

10,000,000 shares of common stock, par value \$.0001 per share; and

2,000,000 shares of preferred stock, par value \$.0001 per share.

The preferred stock may be created and issued, from time to time, in one or more series and with such designations, rights, preferences, privileges and restrictions as shall be stated and expressed in the resolution(s) providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion of the Board of Directors pursuant to the authority in this paragraph given.

Fax Audit No. H96000017859 5

Prepared by: Kipale Teicher Lippman Valinsky & Kain  
One Financial Plaza, Suite 2308  
Fort Lauderdale, FL 33394  
(954)467-1964  
Jay Valinsky, Esq. FLA BAR NO. 625019

**ARTICLE FOUR**

**AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE FIVE**

**CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**ARTICLE SEVEN**

**INDEMNIFICATION**

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE EIGHT**

**INCORPORATOR**

The name and address of the incorporator is

**Bruce Bechtold  
1200 South Congress Avenue  
Suite 49 WH  
West Palm Beach, Florida 33406**

Fax Audit No. H196000017859 5

Prepared by: **Kipale Teicher Lippman Valinsky & Kahn  
One Financial Plaza, Suite 2303  
Fort Lauderdale, FL 33394  
(954)467-1964  
Jay Valinsky, Esq. FLA BAR NO. 625019**

12-18-96 10:03AM FROM KIPNIS TESCHER

TO 15610089134

P010/010


Fax Audit No. H96000017859 5

The Articles of Incorporation are further amended as follows

Articles Nine and Ten are each deleted in their entirety.

The foregoing was adopted by the written consent of the Directors and all the shareholders of the Corporation pursuant to Sections 607.0821 and 607.0704, Florida Statutes as of November 11, 1996. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated December 11, 1996.

  
Bruce Bechtold, President

Fax Audit No. H96000017859 5  
Prepared by: Kipnis Tescher Lippman Valinsky & Katz  
One Financial Plaza, Suite 2100  
Fort Lauderdale, FL 33394  
(954)467-1964  
Jay Valinsky, Esq. FLA BAR NO. 625019

Dec 20 96 14:47 No.003 P.05

TEL:305-467-2264

KTLVK