

P96000036526
KUBICKI RAE

PENTHOUSE, CITY NATIONAL BANK BUILDING
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MIAMI, FLORIDA 33130
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SUITE 1000
ONE EAST BHOWARD BOULEVARD
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LAURIE J. ADAMS
JAMES T. ARMSTRONG
ROBERT F. BOUGHARD
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ROBERT B. BROWN, III
SIDNEY C. CALLOWAY
EARLEEN H. COTE
ROBERT J. COUSINS
KEITH E. CUNNINGHAM

JEFFREY PHILIP CYNAMON
ROLANDO A. DIAZ
SUZANNE A. DOCKERTY
DANIEL GRAPER, JR.
ANGELA C. FLOWERS
JOSEPH J. KALBAC, JR.
DAVID KNIGHT
GENE KUBICKI
CARYN BELLUS-LEWIS

ELWOOD T. LIPPINCOTT, JR.
BRAD J. MCCORMICK
HUBERT MCGINLEY
LISA B. MEMILLAN
NICHOLAS G. MILANO
DENNIS J. MURPHY
PETER H. MURPHY
CHARLES MUSTELL
KENNETH M. OLIVER

DAVID B. PAKULA
JORGE A. PEÑA
ANTHONY L. PIETROFESA
MATTHEW N. POBOAY
JANE C. RANKIN
ANTONIO J. RODRIGUEZ
ELIZABETH M. RODRIGUEZ
COLLEEN RICCI ROSENBLUM
RONALD L. ROTH
HAROLD A. SAUL

STEPHEN W. SCHEWD
CAROL A. SCOTT
ROBERT N. BECHEN
MICHAEL S. SMITH
MARTIN VAN HAABTEREN
CHARLES H. WATKINS
HAROLD WEST

AUBREY L. TALBURT • (RETIRED)
J. FRANK BRADLEY • (1926-1990)

Reply to: Ft. Lauderdale Office
Direct Line: (954) 713-2303

April 22, 1996

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
ATTN: Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399
410-0285jer

500001791115
-04/23/96--01140--019
****131.25 ****131.25

Re: G. BUILDERS, INC.

Gentlemen:

Enclosed please find the following:

1. Original Articles of Incorporation to be filed and a copy of same to be certified and returned to this office;
2. Our check in the amount of \$131.25 to cover the cost of the filing of the Articles and Designation of Registered Agent, certified copy of the filed Articles and a Good Standing Certificate.

Please file the enclosed and return the certified copy together with a Good Standing certificate in the enclosed Federal Express envelope which has been prepaid. Please expedite.

Thank you for your prompt attention to this matter.

Sincerely,


Jane C. Rankin
For the Firm

Enclosures

FILED
95 APR 23 PM 4:49
FEDERAL DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

GB 4/29/96

ARTICLES OF INCORPORATION

OF

G. BUILDERS, INC.

FILED
26 APR 23 PM 4:19
FOR STATE
OF FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of the corporation is G. BUILDERS, INC. and the principal office is located at: 100 South Pine Island Road, Suite 148, Plantation, Florida 33324.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence at the date of filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of (1000) shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. Shareholders shall have first right of refusal on all shares being sold. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation. Shareholders can extend proxy to another shareholder to represent his interest in the corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and her address is as follows: Jane C. Rankin, Esq., KUBICKI DRAPER, One East Broward Boulevard, Suite 1600, Ft. Lauderdale, Florida 33301.

ARTICLE VI

BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than three (3). The By-Laws may provide for the increase or decrease in the number thereof,

provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have four (4) directors. Their names and addresses of the initial Directors are as follows:

NAME	ADDRESS
JOHN A. GRANNIE	100 South Pine Island Road, Suite 148, Plantation, FL 33324
NANCY E. GRANNIE	100 South Pine Island Road, Suite 148, Plantation, FL 33324

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is: JANE C. RANKIN, ESQ., KUBICKI DRAPER One East Broward Blvd. Suite 1600 Ft. Lauderdale, Fl. 33301

ARTICLES VIII

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors, from time to time, shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

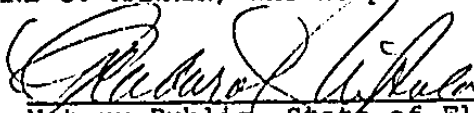
IN WITNESS WHEREOF, the undersigned has made and subscribed those Articles of Incorporation at Broward County, Florida, for the uses and purposes aforesaid this 19th day of April, 1996.



JANE C. RANKIN

STATE OF FLORIDA)
COUNTY OF BROWARD) ss.:

The foregoing instrument was acknowledged before me this 19th day of April, 1996, by JANE C. RANKIN, who is personally known to me.



Notary Public, State of Florida

(SEAL)



BARBARA MIKULA
Notary Public, State of Florida
My Comm. expires Dec 20, 1997
No. CC328350
Bonded Thru Gen. Ins. Und.

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

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

G. BUILDERS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Plantation, County of Broward, State of Florida, has named Jane C. Rankin, Esq., as its agent, whose address is KUBICKI DRAPER, One East Broward Blvd., Suite 1600, Fort Lauderdale, Florida, 33301, to accept service of process within this state.

ACKNOWLEDGMENT:

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 I agree to comply with the provisions of said Act relative to keeping open said office and I accept the obligations of Section 607.0501 of the Florida Statutes:



JANE C. RANKIN, ESQUIRE

FILED
96 APR 23 PM 4:49
CLERK OF STATE
TALLAHASSEE FLORIDA

P96000036526

KUBICKI DRAPER

ATTORNEYS

PENTHOUSE, CITY NATIONAL BANK BUILDING
25 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
305-374-1212
FAX 374-7046

SUITE 1800
ONE EAST BROWARD BOULEVARD
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LAURIE J. ADAMS
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F. NEAL COLVIN
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ROBERT J. COUSINS
ROLANDO A. DIAZ

DANIEL DRAPER, JR.
CHRISTOPHER N. ECK
JAMES M. ECKHART
ANGELA C. FLOWERS
ROSEMARIE GASPARINI
CLIFFORD GORMAN
JASON J. GUARI
PAUL M. JAMES
JOSEPH J. KALBAC, JR.
MEO G. KERR

DAVID KNIGHT
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HAROLD A. SAUL
STEPHEN W. SCHWED
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MICHAEL B. SMITH
SARAH STEINBAUM
CHARLES H. WATKINS

AUBREY L. TALBUT - (RETIRED)
J. FRANK BRADLEY - (1926-1990)

Reply to: Ft. Lauderdale Office
Direct Line: (954) 713-2305

June 22, 1997

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
ATTN: Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399
410-0285jer

800002221758--4
-06/24/97--01087--001
*****96.25 *****96.25

Re: G. BUILDERS, INC. - amendment of name to THUNDER ZONE LASER AND GAMES, INC.

Gentlemen and Ladies:

Enclosed please find the following:

1. Original Articles of Amendment of G. Builders, Inc. to be filed and a copy of same to be certified and returned to this office;
2. Original Written Consent of Directors and Shareholder of G. Builders, Inc. (relating to such Articles of Amendment)
2. Our check in the amount of \$ 96.25 to cover the cost of the filing the Articles of Amendment, obtaining a certified copy of the filed Articles of Amendment and a Good Standing Certificate for the corporation under its new name.

Thank you for your prompt attention to this matter and please call me directly if you have any questions or require any further documentation..

Sincerely,

Jane C. Rankin
For the Firm

/Enclosures

cc: John A. Grannie, Treasurer, G. Builders, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 24 AM 11:27

Amendme

ALL JUN 27 1997

**ARTICLES OF AMENDMENT
OF
G. BUILDERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 24 AM 11:27

1. Pursuant to Florida Statutes Section 601.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

" Article I. Identification is hereby amended as follows:

The name of the corporation is Thunder Zone Laser & Games, Inc. and the principal office is located at 15520 NW 77th Court, Miami, FL 33016

Article VI. Board of Directors , Paragraph 2 is hereby amended as follows:

"The Corporation shall have no more than four (4) directors. The current Directors' names and addresses shall be as follows:

John A. Grannie	11251 N.W. 7th Street Plantation, FL 33325
David J. Richardson	11850 N.W. 7th Street Plantation, FL 33325
Anthony D. Coppola	c/o C&F Electric 6851 SW 21st Court Bay #1 Fort Lauderdale, FL 33317 Plantation, FL 33325"
Kevin M. Flanagan	c/o C&F Electric 6851 SW 21st Court Bay #1 Fort Lauderdale, FL 33317 Plantation, FL 33325"

2. The foregoing amendments were adopted on June 9, 1997 and were approved by a Written Consent of the Directors and Shareholders of the corporation.

3. The Written Consent of Directors and Shareholders evidenced a unanimous vote for the adoption of the foregoing

amendments by all Directors and all common stockholders, which are the only voting group of shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Amendment at Broward County, Florida, for the uses and purposes aforesaid this 9th of JUNE, 1997.

David J. Richardson
David J. Richardson, President and Director

John A. Grannie
John A. Grannie, Vice President, Secretary and Director

Anthony D. Coppola
Anthony D. Coppola, Director

Kevin M. Flanagan
Kevin M. Flanagan, Director

STATE OF FLORIDA)
COUNTY OF BROWARD) ss.:

The foregoing instrument was acknowledged before me this 9th day of JUNE, 1997, by John A. Grannie, as Vice President, Secretary and Director, by David J. Richardson, President and Director, Anthony D. Coppola, Director, and Kevin M. Flanagan, Director, of G. Builders, Inc., on behalf of the corporation, each of whom are personally known to me or provided EACH PERSONALLY KNOWN as identification.

Kellie A. Boyle
Notary Public, State of Florida
SEAL



WRITTEN CONSENT OF
DIRECTORS AND SHAREHOLDERS
OF
G. BUILDERS, INC.

Pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes, the undersigned, being the Directors and Shareholders of G. BUILDERS, INC., a Florida corporation ("Corporation"), hereby take and adopt the following actions in writing, in lieu of a formal annual meeting therefor, and all statutory and bylaw requirements pertaining to the time, manner and place of same, as well as all notice requirements relating thereto, are hereby waived:

1. Resignation of Director and Officer

WHEREAS, Nancy E. Grannie desires to resign as officer and director.

NOW, THEREFORE, BE IT

RESOLVED, That the Board of Directors has accepted the resignation of Nancy E. Grannie from the positions of Director, Vice President, Treasurer and Secretary effective June 9 ____, 1997.

2. Election of Directors

WHEREAS, the Shareholders desire to elect Directors for the ensuing year to serve in such capacity until their successors are duly elected and qualified.

NOW, THEREFORE, BE IT

RESOLVED, that the following persons are hereby elected to serve as the members of the Board of Directors for the ensuing year until their successors are duly elected and qualified:

John A. Grannie
David J. Richardson
Anthony D. Coppola
Kevin M. Flanagan

3. Election of Officers

WHEREAS, the Board of Directors desires to elect Officers for the ensuing year to serve in such capacities until their successors are duly elected and qualified.

NOW, THEREFORE, BE IT

RESOLVED, that the following persons are hereby elected to the following offices to serve in such capacities for the ensuing year until their successors are duly elected and qualified:

David J. Richardson	President
John A. Grannie	Vice-President
John A. Grannie	Secretary
John A. Grannie	Treasurer

4. Articles of Amendment

WHEREAS, the Shareholders and Directors desire to amend the Articles of Incorporation to specify the new Directors and new name of the Corporation.

NOW, THEREFORE, BE IT

RESOLVED, That the Board of Directors and Shareholders have authorized the Directors to execute Articles of Amendment setting forth the following amendments:

"Article I. Identification is hereby amended as follows:

The name of the corporation is Thunder Zone Laser & Games, Inc. and the principal office is located at 15520 NW 77th Court, Miami, FL 33016."

"Article VI. Board of Directors , Paragraph 2 is hereby amended as follows:

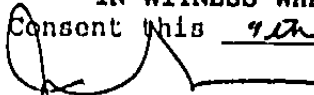
The Corporation shall have no more than four (4) directors. The current Directors' names and addresses shall be as follows:

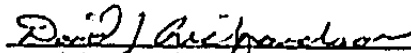
John A. Grannie	11251 N.W. 7th Street Plantation, FL 33325
David J. Richardson	11850 N.W. 7th Street Plantation, FL 33325
Anthony D. Coppola	c/o C&F Electric 6851 SW 21st Court Bay #1 Fort Lauderdale, FL 33317 Plantation, FL 33325

Kevin M. Flanagan

c/o C&F Electric
6851 SW 21st Court Bay #1
Fort Lauderdale, FL 33317
Plantation, FL 33325"

IN WITNESS WHEREOF, the undersigned have executed this Written
Consent this 9th day of June, 1997.

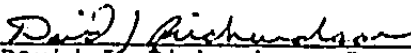

John A. Grannie
Shareholder and Director

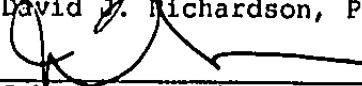

David J. Richardson
Director


Anthony D. Coppola, Director


Kevin M. Flanagan, Director

APPROVED AND ACCEPTED:


David J. Richardson, President


John A. Grannie, Secretary