P96 0000 55365

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

____ of ____ Nº 52602

RE: St. Lucie Arcade Company

NAME _____
FIRM _____
ADDRESS _____

PHONE ( ) _____

Service: Top Priority ____ Regular ____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

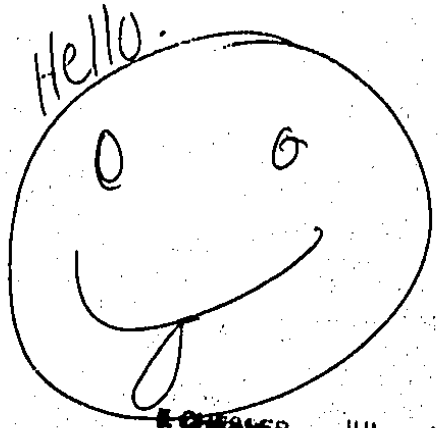
State Fee $ _____ Our $ _____

	C.C. FEE	DISBURSED
____ Capital Express℠		
____ Art. of Inc. File		
____ Corp. Record Search		
____ Ltd. Partnership File		
____ Foreign Corp. File		
____ ( ) Cert. Copy(s)		
Photo		
____ Art. of Amend. File		
____ Dissolution/Withdrawal		
____ C U S.		
____ Fictitious Name File		
____ Name Reservation		
____ Annual Report/Reinstatement		
____ Reg. Agent Service		
____ Document Filing		
____ Corporate Kit		
____ Vehicle Search		
____ Driving Record		
____ Document Retrieval		
____ UCC 1 or 3 File		
____ UCC 11 Search		
____ UCC 11 Retrieval		
____ ____ File No.'s, ____ Copies		
____ Courier Service ____		
____ Shipping/Handling		
____ Phone ( )		
____ Top Priority ____		
____ Express Mail Prep. ____		
____ FAX ( ) pgs.		
SUBTOTALS ____		

FILED
95 JUN 20 PM 5:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500081330126
-07/01/96--01024--002
*****70.00 *****70.00

Hello.



K. CHESSER JUL. 1. 1996

	REQUEST TAKEN	CONFIRMED	APPROVED
DATE	6/28/96		
TIME	4:00		CK No.
BY	CD		

WALK-IN
Will Pick Up ____ ____

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
_____	$

FILED
96 JUN 28 PM 12:2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

St. Lucie Arcade Company

FILED
95 JUN 28 PM 5:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is St. Lucie Arcade Company

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 7141 S. U.S. One, Port St. Lucie, FL 34952.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of ($1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Leif J. Graci, 217 E. Ocean Blvd, Stuart, FL 34995.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Ralph Chapin - Treas/Dir.
Terrence Moore - VP/Dir.
Linda Jane Moore - VP/Dir.
Gabriele O. Chapin - P./Sec.
7141 S. U.S. One, Port St. Lucie, FL 34952.

The undersigned has executed these Articles of Incorporation this 28th day of June 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

Kim Crosson

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: St. Lucie Arcade Company

2. The name and street address of the registered agent and office is: Leif J. Grazi
217 E. Ocean Blvd
Stuart, FL 34995

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96 JUN 18 PM 5:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

LAW OFFICES OF
GRAZI, GIANINO & COHEN, P.A.
317 EAST OCEAN BOULEVARD
POST OFFICE DRAWER 4000
STUART, FLORIDA 34995

LEIF J. GRAZI
PETER J. GIANINO
MARC B. COHEN
CRAIG M. [illegible]
MARIE A. [illegible]

TELEPHONE
288-0100
FAX #
(407) 288-4789

P96000055365

September 16, 1996

300001950423
-09/10/96--01056--010
*****35.00 *****35.00

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

RE: ST. LUCIE ARCADE COMPANY

APPROVED AND FILED
96 OCT -8 PM 5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed is a Statement of Change of Registered Office or Registered Agent or Both For Corporations in the above corporation, together with this firm's check in the amount of $35.00 representing the filing fee for same.

Please file the Statement of Change with your office. Should you have any questions, please do not hesitate to contact my office.

Your prompt attention to this matter would be appreciated.

Sincerely,

Leif J. Grazi
LJG/kad
Enc.

P96000055365

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1996

GRAZI, GIANINO & COHEN, P.A.
% LEIF GRAZI
P.O. DRAWER 2046
STUART, FL 34995

SUBJECT: ST. LUCIE ARCADE COMPANY
Ref. Number: P96000055365

We have received your document for ST. LUCIE ARCADE COMPANY and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 396A00043099

96 OCT -8 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

RA Chg 96
Oct 8

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation is: St. Lucie Arcade Company

2. The mailing address of the corporation is: 7446 S. U.S. Highway One, Port St. LUcie, Florida 34952

3. Date of incorporation/qualification: June 28, 1996 Document number: P96000055365

4. The name and address of the current registered agent and office:

LEIF J. GRAZI, ESQ., Grazi, Gianino & Cohen, P.A.
217 E. Ocean Boulevard, P.O. Drawer 2846
Stuart, FL 34995

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

TRESOR CORPORATION
7446 S. U.S. Highway One
Port St. Lucie, Florida 34952

APPROVED AND FILED
95 OCT -8 AM 9:32
SECRETARY OF STATE TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) 30 SEPT 95 (Date)

Ralph Chapin
Vice President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent) Tresor Corporation 30 SEPT 95 (Date)

If signing on behalf of an entity:

Ralph Chapin (Typed or Printed Name) Treasurer (Capacity)

CR2E045(1/95)

FILING FEE: $35.00