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THE LAW OFFICE of
KENNETH G. PROTONENTIS, P.A.

1591 Gulf Boulevard, Penthouse 2
Clearwater, Florida 34630-2922

Voice: (813) 596-3435
Facsimile: (813) 596-2076

August 8, 1996

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation
AJ & JAMES VENTURES, INC.

Dear Administrator:

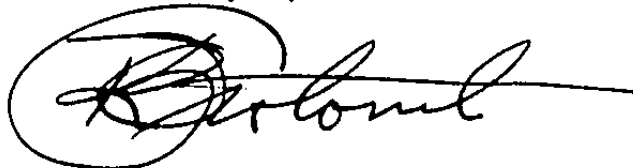
Enclosed please find duplicate originals of the Articles of Incorporation and the Certificate Designating the Registered Agent for AJ & JAMES VENTURES, INC. together with a check in the amount of one hundred twenty-two dollars and fifty cents (\$122.50) as payment of the filing fees.

Thank you for your attention to this matter and for returning a set of certified originals to my office at your earliest convenience.

Please do not hesitate to call me should you have any questions or should your office require any further information on the documents submitted.

Until then, I remain

Yours very truly,



Kenneth G. Protonentis, Esq.

FILED
96 AUG 13 AM 11:48
DIVISION OF STATE
TALLAHASSEE, FLORIDA

KGP:fms

AUG 15 1996. BSB

Enclosures (3)

*member: American Bar Association Forum on Franchising,
District of Columbia Bar, The Florida Bar, and Oregon State Bar*

ARTICLES OF INCORPORATION
for
AJ & JAMES VENTURES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is AJ & JAMES VENTURES, INC. and its duration shall be perpetual.

ARTICLE II

The Corporation is organized pursuant to the provisions of Section 607.0101 et seq. of The Florida Business Corporation Act of 1990, as amended (the "Business Corporation Act").

ARTICLE III

The Corporation is a corporation for profit and is organized for the following purposes:

A. To operate and develop retail businesses offering consumers video and other electronic and computer games and equipment for rent and for sale under a franchise agreement with MicroPlay Franchising America, Inc.

B. To engage in the transaction of any or all lawful business for which corporations may be incorporated.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue and the par value of each of these shares is One Hundred Thousand (100,000) Shares of Common Stock with No Par Value.

ARTICLE V

At all times, each holder of Common Stock of this Corporation shall be entitled to one vote for each share of such stock standing in the holder's name on the books of the Corporation. This Corporation shall not have cumulative voting.

ARTICLE VI

No shareholder of the Corporation shall have any preemptive or other first right to acquire any treasury shares or any additional issue of shares of stock or other securities of the

Articles of Incorporation
AJ & JAMES VENTURES, INC.

Corporation, either presently authorized or to be authorized. This Article VI shall not prohibit the granting of any such right to any shareholder pursuant to any contract or other agreement.

ARTICLE VII

Any directorship to be filled by reason of an increase in the number of directors of this Corporation may be filled by the unanimous vote of the Board of Directors then in office. Any such directorship not so filled by the Board of Directors shall be filled by election at the next annual meeting of the Shareholders or at a special meeting of the Shareholders called for that purpose.

ARTICLE VIII

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Business Corporation Act any person who is made, or threatened to be made, a party to an action suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of this Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of this Corporation, or serves or served at the request of the Corporation as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The right to and amount of indemnification shall be determined in accordance with the provisions of the Business Corporation Act in effect at the time of the determination.

ARTICLE IX

Any contract or other transaction or determination between the Corporation and one or more of its directors, or between the Corporation and another party in which one or more of its directors are interested, shall be valid notwithstanding the presence or participation of such director or directors in a meeting of the Board of Directors which acts upon or in reference to such contract, transaction or determination, if the fact of such interest shall be disclosed or known to the Board of Directors and it shall authorize or approve such contract by a vote of the majority of the disinterested directors present and entitled to vote. Such interested director or directors may be counted in determining whether a quorum is present at any such meeting, but shall not be entitled to a vote on such contract, transaction or determination, and shall not be counted among the directors present for purposes of determining the number of directors constituting the majority necessary to carry such vote. If not authorized or approved by a majority of the disinterested directors as provided above, such contract, transaction or determination shall nevertheless be valid if ratified or approved by a vote of the Shareholders. Such interested director or directors shall not be disqualified from voting as Shareholders for

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AJ & JAMES VENTURES, INC.

ratification or approval of such contract, transaction or determination which should otherwise be valid under applicable law.

ARTICLE X

The Corporation shall have the right to purchase or otherwise acquire its own shares to the extent of the aggregate of unreserved and unrestricted earned surplus available thereof and unreserved and unrestricted capital surplus available therefor.

ARTICLE XI

The street address of the initial registered office of the Corporation is 1591 Gulf Boulevard, Clearwater, Florida 34630 and the initial registered agent of the Corporation at such address is Kenneth G. Protonentis, Esq.

ARTICLE XII

The street address of the corporate headquarters and principal business offices of the Corporation is 1085 Virginia Street, Dunedin, Florida 34698.

ARTICLE XIII

The number of directors constituting the initial Board of Directors of the corporation is Two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

James W. Noffz
1085 Virginia Street
Dunedin, Florida 34698

Annette J. Noffz
1085 Virginia Street
Dunedin, Florida 34698

ARTICLE XIV

The Affiliated Transaction provisions which are set forth in Section 607.0901 of the Business Corporation Act shall not apply to this Corporation.

Articles of Incorporation
AJ & JAMES VENTURES, INC.

ARTICLE XV

The name and address of the incorporator is:

Kenneth G. Protonentis, Esq.
1591 Gulf Boulevard, Penthouse 2
Clearwater, Florida 34630

IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles of Incorporation to be duly executed this 8th day of August, 1996.

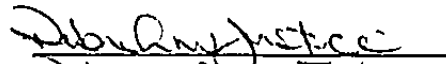


Kenneth G. Protonentis, Esq.

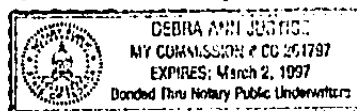
STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 8th day of August, 1996 by Kenneth G. Protonentis, Esq., Attorney at Law.

Produced for D&H


Debra Ann Justice
Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of The Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the initial registered agent and registered office in the State of Florida.

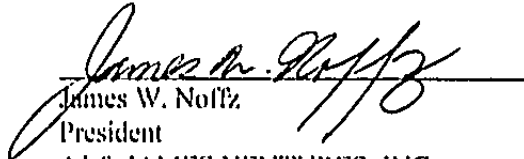
The name of the Corporation and its business address are:

AJ & JAMES VENTURES, INC.
1085 Virginia Street
Dunedin, Florida 34698

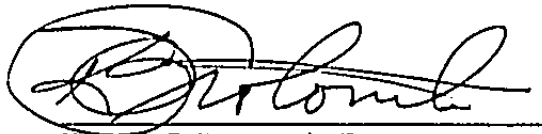
The name and address of the registered agent and office are:

Kenneth G. Protonentis, Esq.
1591 Gulf Boulevard, Penthouse 2
Clearwater, Florida 34630

FILED
96 AUG 13 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


James W. Noffz
President
AJ & JAMES VENTURES, INC.
August 8, 1996

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of The Florida Business Corporation Act.


Kenneth G. Protonentis, Esq.
Registered Agent
AJ & JAMES VENTURES, INC.
August 8, 1996