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LAW OFFICES
CONLEY & CLEARY
2401 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205
(941) 748-0770

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELECOPIER
(904) 748-2572

ROGER P. CONLEY
KENNETH W. CLEARY
D. ROBERT HOYLE

August 13, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: **FUN & GAMES FLORIDA, INC.**

Gentlemen:

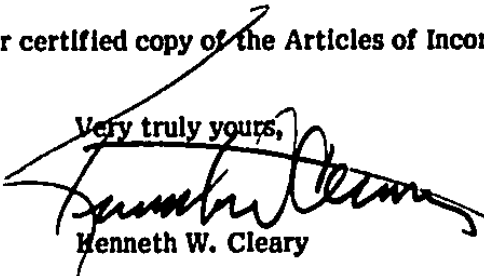
Enclosed please find duplicate originals of the Articles of Incorporation for the above-captioned corporation, together with the certificate of designating the resident agent for said corporation.

We are also enclosing a check in the amount of \$122.50, representing payment of the following:

- | | |
|------------|--|
| 1. \$35.00 | filing fee |
| 2. \$52.50 | filing fee for designation of resident agent |
| 3. \$35.00 | for certified copy of the Articles of Incorporation. |

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****122.50 ****122.50

Very truly yours,


Kenneth W. Cleary

KWC/jll
Encls.

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ARTICLES OF INCORPORATION
OF
FUN & GAMES FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned have placed their signatures and seals upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is FUN & GAMES FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To acquire by purchase a game room and family amusement business and to manage and operate the same for profit, and to do any and all other acts and to exercise any and all powers required or incidental to the business, as authorized by law and to transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with a par value of \$10.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is: 4805 Cortez Road West, Bradenton, FL 34210; the name and address of the initial

registered office and agent of this corporation is: Kenneth W. Cleary, 2401 Manatee Avenue West, Bradenton, FL 34205.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1) and said corporation is authorized to have five (5) directors at any one time. The directors will be elected by the stockholders at the annual meeting and shall serve two year terms. The name and address of the initial directors of this corporation are:

Jason B. Burns
3800 Lake Bayshore Drive
#503
Bradenton, FL 34207

Netty M. Yarbrough
218 82nd Street
Holmes Beach, FL 34217

ARTICLE VII - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are:

Jason B. Burns
3800 Lake Bayshore Drive
#503
Bradenton, FL 34207

Netty M. Yarbrough
218 82nd Street
Holmes Beach, FL 34217

The officers of this corporation shall be a president, who shall be a Director of the corporation; a vice-president, a secretary and a treasurer, and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the Board of Directors. Any person may hold two offices, except that the President shall not be also the secretary or assistant secretary of this corporation.

ARTICLE VIII - AMENDMENT

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.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X

This corporation elects to have preemptive rights to the extend provided by Section 607.0630 of the Florida Statutes.

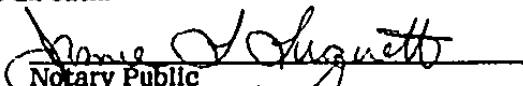
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this the 13th day of August, 1995.


JASON B. BURNS


NETTY M. YARBROUGH

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 13th day of August, 1996, by JASON B. BURNS and NETTY M. YARBROUGH, who is personally known to me or who has produced Florida Drivers License as identification and who did take an oath.


Notary Public
Name: JAMIE L. LUQUETTE

My Commission Expires:



JAMIE L. LUQUETTE
MY COMMISSION # CC475352 EXPIRES
JUNE 21, 1999
BONDED THRU TROY FARM INSURANCE, INC.

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

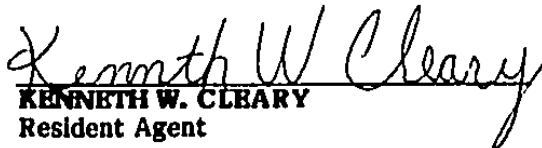
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST - That **JASON B. BURNS and NETTY M. YARBROUGH**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Bradenton, County of Manatee, State of Florida, have named **KENNETH W. CLEARY**, located at 2401 Manatee Avenue West, Bradenton, Florida 34205, County of Manatee, State of Florida, as its agent to accept service of process within said 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 agree to comply with the provision of said Act relative to keeping open said office.


KENNETH W. CLEARY
Resident Agent