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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SUNSHINE STATE AMUSEMENTS, INC.

AUDIT NUMBER.....H97000001294

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

Handwritten signature and date: 1/24/97

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CERTIFICATE OF INCORPORATION
OF
SUNSHINE STATE AMUSEMENTS, INC.

We, the undersigned, hereby make, subscribe and acknowledge this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I - NAME AND DURATION

The name of the Corporation shall be: SUNSHINE STATE AMUSEMENTS, INC., and its existence shall be perpetual.

ARTICLE II - PURPOSE

The general nature of the business to be transacted shall be: sale, distribution and leasing of video and related skilled electronic vending equipment, and to invest in property of any kind, operate businesses, lend money, and to have all other powers provided by the Laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Capital Stock of the Corporation shall consist of ONE HUNDRED (100) Shares, FIVE AND NO/100 (\$5.00) DOLLARS par value.

PREPARED BY:

GEORGE J. BLUTSTEIN, ESQ.
#501-20801 Biscayne Blvd.
Aventura, FL 33180
Florida Bar No. 007081
305-935-3300

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: #501-20801 Biscayne Blvd., Aventura, FL 33180, and the name of the initial Registered Agent of this Corporation at that address is: GEORGE J. BLUTSTEIN, ESQ.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for the corporation is: 5400 S. University Drive, Davie, FL 33328.

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 Bylaws but shall never be less than one (1) and the names and addresses of the initial director(s) of this Corporation are:

STEPHEN B. PASKIND 11575 S.W. 37th Ct., Davie, FL 33330

PAMELA B. PASKIND 11575 S.W. 37th Ct., Davie, FL 33330

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:
GEORGE J. BLUTSTEIN, #501-20801 Biscayne Blvd., Aventura, FL 33180

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.

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EMPIRE CORPORATE KIT

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of Jan., 1997.



Subscriber

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GEORGE J. BLUTSTEIN, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid this 21 day of Jan., 1997.



Notary Public, State of Florida

My commission expires:

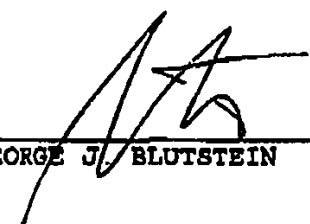


MARGARET A. BAUSTER
COMMISSION # CC 553703
EXPIRES MAY 31, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

H97000001294

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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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



GEORGE J. BLUTSTEIN

DATED: This 21 day of Jan, 1997.

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TALLAHASSEE, FLORIDA

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