

P970000/4559

JAY B. VERONA, P.A.

5959 CENTRAL AVENUE
SUITE 201

ST. PETERSBURG, FLORIDA 33710

JAY B. VERONA

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OF COUNSEL

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FEDERAL EXPRESS

February 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: M & M BINGO FUN CENTERS, INC.

200002084612--5

-02/12/97--01004--005
***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$122.50 to cover the following costs:

Articles Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50
TOTAL	\$122.50

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
JAY B. VERONA, P.A.

Jay Verona
Jay B. Verona
JBV:sb
Enclosures
cc: Janet Malloy

DMC 2/14/97

FILED
97 FEB 11 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this Corporation is **M & M BINGO FUN CENTERS, INC.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL SHARES:** The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.

5. **PRINCIPAL OFFICE:** The initial principal office of this Corporation shall be:

**9741 Elm Way
Tampa, FL 33635**

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

**JAY B. VERONA, P.A.
5959 Central Avenue, Suite 201
St. Petersburg, FL 33710**

7. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

JANET MALLOY

**9741 Elm Way
Tampa, FL 33635**

8. **INCORPORATOR:** The name and address of the initial Incorporator signing these Articles of Incorporation is:

JANET MALLOY

**9741 Elm Way
Tampa, FL 33635**

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**SECTION under
the FLORIDA
STATUTES**

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Shareholders.


10. **INDEMNIFICATION:** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:** If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** 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.

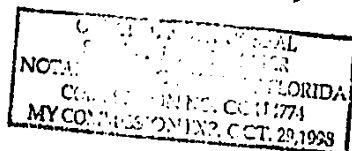
13. **PREEMPTIVE RIGHTS:** This Corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

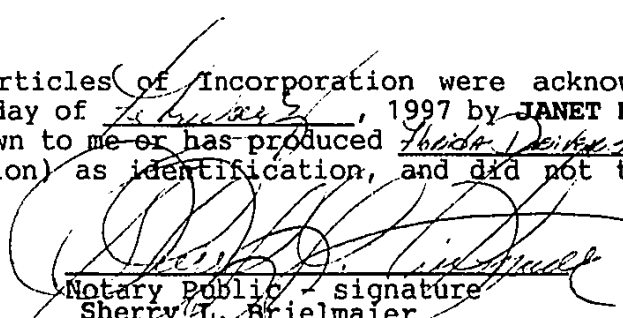
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of FEBRUARY, 1997.


JANET MALLOY
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 10 day of February, 1997 by JANET MALLOY. She is personally known to me or has produced Florida Driver's License (type of identification) as identification, and did not take an oath.




Notary Public - signature
Sherry L. Brielmaier

Notary's name - type or print

Commission/Serial Number

My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for M & M BINGO FUN CENTERS, INC., at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

JAY B. VERONA, P.A.

By: Jay Verona

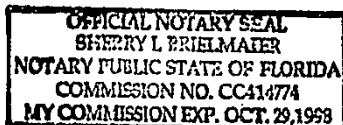
Jay B. Verona

As: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10 day of February, 1997 by Jay B. Verona, as President of JAY B. VERONA, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) as identification, and did (did not) take an oath.



Sherry L. Brielmaier
Notary Public - signature

Sherry L. Brielmaier

Notary's name - type or print

Commission/Serial Number

My Commission Expires: