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*The Law Office of*  
*Jay C. Preefer*  
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-02/26/97--01118--002  
\*\*\*\*122.50 \*\*\*\*122.50

February 11, 1997

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 19 AM 10:48

**Re: Penny Arcade, Inc.**

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with check in the amount of \$122.50, which covers the filing fee for same.

Kindly process the Articles of Incorporation and return one certified copy in the envelope provided herein. Thank you for your courtesy and cooperation in this regard.

Very truly yours,

*Lori L. Jankowski*

Lori L. Jankowski  
Legal Assistant to  
Jay C. Preefer

/llj  
Enclosures

gg 2/24/97

**ARTICLES OF INCORPORATION  
OF**

**PENNY ARCADE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 19 AM 10:48

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

**ARTICLE I.**

**NAME**

The name of this corporation is **PENNY ARCADE, INC.**

**ARTICLE II.**

**DURATION**

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE**

This corporation may engage in any activity of business permitted under the laws of the State of Florida, said corporation's primary purpose to be a Restaurant and Lounge.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$100.00 par value common stock, as follows:

JAY C. PREEFER - 100 SHARES

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

##### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is : 2161 PALM BEACH LAKES BLVD, SUITE 403, WEST PALM BEACH, FLORIDA, and the name of the initial registered agent of this corporation at that address is JAY C. PREEFER.

#### **ARTICLE VII**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2161 PALM BEACH LAKES BLVD., SUITE 403, WEST PALM BEACH, FLORIDA, and the name of the initial registered agent of this corporation at that address is JAY C. PREEFER.

**ARTICLE VIII.**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is:

JAY C. PREEFER, 2161 PALM BEACH LAKES BLVD., SUITE 403, WEST PALM BEACH, FLORIDA, 33409.

**ARTICLE IX**

**OFFICERS**

The name of the initial officers of the corporation is:

**JAY C. PREEFER**

**ARTICLE X**

**INCORPORATOR**

The names of the persons signing these Articles

JAY C. PREEFER  
2161 PALM BEACH LAKES BLVD. SUITE 403  
WEST PALM BEACH, FLORIDA, 33409

**ARTICLE XI**

**BY-LAWS**


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IV.**

**AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

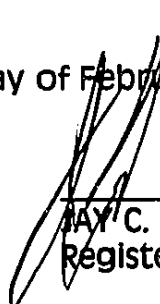
**IN WITNESS WHEREOF**, the undersigned subscribers hereunto executed these Articles of Incorporation, this 11th day of February, 1997.

  
\_\_\_\_\_  
JAY C. PREEFER

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.

**DATED** this 11th day of February, 1997.

  
\_\_\_\_\_  
JAY C. PREEFER,  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 19 AM 10:49

**STATE OF FLORIDA  
COUNTY OF PALM BEACH**

**BEFORE ME**, the undersigned authority, personally appeared **JAY C. PREEFER**, who, after being first duly sworn, deposes and states that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

**WITNESS** my hand and official seal at the State and County aforesaid, this 11th day of February, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Fla./My commission expires:

