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OF COUNSEL
RICHARD T. JONES

July 2, 1997

Secretary of State
Bureau of Corporate Records
PO Box 6327
Tallahassee, Florida 32314

Re: GATOR COIN-OP, INC.

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-07/03/97--01112--004
****122.50 ****122.50

Dear Sir or Madam:

We are enclosing the following documents:

1. The original and a copy of the Articles of Incorporation for GATOR COIN-OP, INC.
2. The original and a copy of the Registered Agent form showing Gary C. Simons has accepted the fiduciary responsibility as Registered Agent of the Corporation.
3. Our general account check in the amount of \$122.50. This check represents: \$35.00 filing fee for Articles; \$52.50 for a certified copy thereof; and \$35.00 Registered Agent fee.

We would appreciate it if you would certify the copy of the Articles of Incorporation and return it to us with a Certificate of Incorporation.

Sincerely,

Gary C. Simons

GARY C. SIMONS
For the Firm

GCS:md

Enclosures

md-D:\MD\2\Gator Coin-Op, Inc\SECRETAR.ST 7-2-97

FILED
97 JUL -3 AM 11:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Done
7/7/97

**ARTICLES OF INCORPORATION
OF
GATOR COIN-OP, INC.**

97 JUL -3 AM 11:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is GATOR COIN-OP, INC.

ARTICLE II

Duration

This Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation.

ARTICLE III

Purpose

A. The purpose or purposes for which this Corporation is organized is for the business of engaging in the vending and coin operated machine business.

B. To engage in any lawful business activity authorized by the statutes of the State of Florida and to have and to exercise all powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to said laws and all acts mandatory and supplemental thereto.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue 7,500 shares of common stock with a par value of \$1.00 each.

ARTICLE V

Principal Office

The initial principal office of this corporation is 121 NW Third Street, Ocala, Florida 34475.

ARTICLE VI
Initial Registered Agent

The name and street address of the initial registered agent are: GARY C. SIMONS, 121 NW Third Street, Ocala, Florida 34475.

ARTICLE VII
Initial Board of Directors

This Corporation shall have one director 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. The name and address of the initial director of this Corporation is: KURT L. FOLSOM, 11800 Pleasant Ridge Road, No. 277, Little Rock, Arkansas 72212.

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles of Incorporation are: GARY C. SIMONS, 121 NW Third Street, Ocala, Florida 34475.

ARTICLE IX
By-Laws

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

ARTICLE X
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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 2nd day of July, 1997.

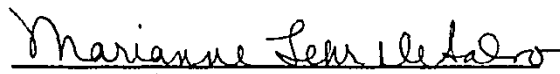

GARY C. SIMONS

FILED
JUL -3 AM 11:07
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF MARION

The foregoing instrument was acknowledged before me this 2nd day of July, 1997, by
GARY C. SIMONS, who is personally known to me.


Notary Public, State of Florida

MARIANNE LEHR DE SALVO
NOTARY PUBLIC - State of Florida
Commission Expires October 23, 1999
Commission No. CC 411858

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