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LAW OFFICES OF
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SUITE 305

2815 NORTHWEST THIRTEENTH STREET
GAINESVILLE, FLORIDA 32609-2889

TELEPHONE (352) 373-3334

FACSIMILE (352) 376-1214

August 27, 1997

Attorneys' Title Insurance Fund, Inc.
Leon Branch
600 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

BY FEDERAL EXPRESS
No.: 1069165156

Re: Alpha Amusement & Vending Company

Dear Ladies and Gentlemen:

Enclosed are the following:

1. Articles of Incorporation;
2. Letter to Secretary of State;
3. Check in the amount of \$122.50 payable to Secretary of State; and
4. Check in the amount of \$10.00 payable to The Fund.

Please file the articles as soon as possible and return them to me through your Gainesville office.

Thank you for your kind consideration.

Sincerely,

Richard M. "Rick" Knellinger

RMK/sj

Enclosures 4

cc: Rick W. Johnson

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August 27, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
37 AUG -28 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Alpha Amusement & Vending Company

Dear Sir or Madam:

Enclosed are the following in connection with the above-referenced corporation:

1. Original executed Articles of Incorporation; and
2. Our check in the amount of \$122.50.

Please return the Certificate and a copy of the Articles to this office after filing.

Thank you for your consideration in this matter.

Sincerely,

Richard M. "Rick" Knellinger

RMK:sj

Enclosures 2

cc: Rick W. Johnson

**ARTICLES OF INCORPORATION
OF
ALPHA AMUSEMENT & VENDING COMPANY**

FILED
21 AUG -22 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

The name of the Corporation is ALPHA AMUSEMENT & VENDING COMPANY.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is seven thousand five hundred (7,500). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the corporation is: 4000 S.W. 35th Terrace, Suite C, Gainesville, Florida 32608, and the name of its initial registered agent at such address is: RICK W. JOHNSON.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the person who is to serve as the sole member of the initial board of directors is: RICK W. JOHNSON.

ARTICLE VII


The name and address of the incorporator is:

Rick W. Johnson
1651 N.W. 19th Circle
Gainesville, Florida 32605

The address of the principal place of business is:

4000 S.W. 35th Terrace, Suite C
Gainesville, Florida 32608

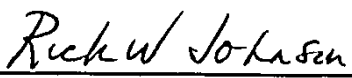
Executed by the undersigned at Gainesville, Florida this 27th day of August, 1997.



RICK W. JOHNSON

ACCEPTANCE AS REGISTERED AGENT

I, RICK W. JOHNSON, the undersigned, do hereby accept designation as Registered Agent for the above-named corporation.



RICK W. JOHNSON

FILED
37 AUG -29 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA