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Law Offices of  
Nicholas P. Sardelis, Jr.  
Chartered

527 S. Washington Blvd.  
Sarasota, Florida 34236

(941) 952-1661  
FAX (941) 951-0924

September 16, 1997

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

100002298011--3  
-09/19/97--01064--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: A & S Gametime, Inc.

Dear Sir/Madam:

Herewith I hand to you the original and a duplicate of the Articles of Incorporation of the above-captioned corporation together with my office account check in the amount of \$122.50 for fees in connection with filing, designation of registered agent, and our file copy of recorded articles of incorporation together with charter number.

Thank you for your attention to this matter. !

Sincerely,

  
Nicholas P. Sardelis, Jr.

NPS:mt  
Enclosure:

cc: A & S Gametime, Inc.

SEP 22

BSB

FILED  
97 SEP 19 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
A & S GAMETIME, INC.

FILED

97 SEP 19 AM 10:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the corporation shall be A & S Gametime, Inc., a Florida corporation.

ARTICLE II  
DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE V  
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation, 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**  
**INITIAL REGISTERED OFFICE AND AGENT**

The principal office street address and the initial registered office of this corporation is: 2444 Yorkshire Dr., Sarasota, Florida 34231, and the initial registered agent of this corporation at that address is A. M. Wroblewski, who by his signature hereon states that he is hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than two (2) Directors nor more than five (5). Voting for Directors shall be under the cumulative vote system. The name and address of the initial Board of Directors of the corporation is:

NAME	ADDRESS
A.M. Wroblewski	2444 Yorkshire Dr. Sarasota, Florida 34231
Sandra K. Somers	3560 Wilkinson Woods Dr. Sarasota, Florida 34231

**ARTICLE VIII**  
**INCORPORATOR**

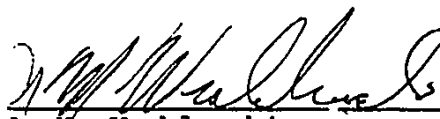
The name and address of the Incorporator signing these articles is: A. M. Wroblewski, 2444 Yorkshire Dr., Sarasota, Florida 34231.

**ARTICLE IX**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE X**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

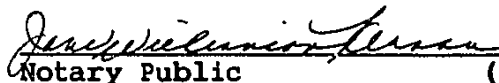


A. M. Wroblewski  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared A. M. Wroblewski, known to be and 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 set my hand and seal in the State and County above, this 16 day of September, 1997.



Notary Public

(SEAL)

My Commission Expires:

