

P970000 82248



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 539443 86449A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 23, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 539443-005

CUSTOMER NO: 86449A

CUSTOMER: David E. Abeles, Esq
ABELES AND ANDERSON, P.A.

5 W. Highbanks Road

Debary, FL 32713

UUUU002301090--3
-09/23/97--01059--014
*****78.75 *****78.75

DOMESTIC FILING

NAME: SOUTHERN COIN AMUSEMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 SEP 23 AM 11:49
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 23 AM 10:59
DIRECTOR OF CORPORATION

8N SEP 23 1997

ARTICLES OF INCORPORATION
OF
SOUTHERN COIN AMUSEMENTS, INC.

FILED
97 SEP 23 AM 11:49
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be: SOUTHERN COIN AMUSEMENTS, INC.

The principal place of business of this corporation shall be:
1830-A Atlanta Ave., Orlando, Florida 32806

ARTICLE II-NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLES III-CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 10,000 at \$.001 par value.

ARTICLE IV-TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V-OFFICERS, DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

L. Wayne Adams	1591 Laurel Park Ct., Orange City, FL 32738
James C. Solomon, Jr.	5155 Whitewood Way, Lake Worth, FL 33467
Calvin R. Johnson	8141-A Bridgewater Ct., Lake Clark Shores, FL 33406

ARTICLE VI-INCORPORATOR

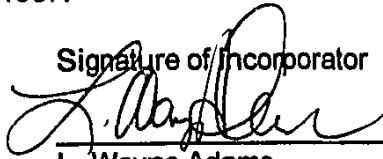
The name and street address of the incorporator of this articles of incorporation is:

L. Wayne Adams

1591 Laurel Park Ct., Orange City, FI 32738

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of September, 1997.

Signature of Incorporator



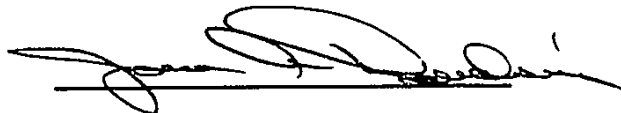
L. Wayne Adams

STATE OF FLORIDA
COUNTY OF VOLUSIA

THE FOREGOING instrument was acknowledged before me this 18 day of September 1997, by L. Wayne Adams,



who is personally known to me, or
who has produced _____
as identification.



Notary Public
State of Florida at Large
My Commission Expires:

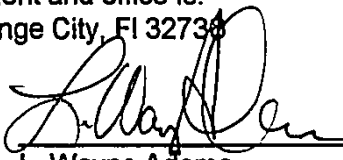


JANE A DAVIDSON
My Commission CC430217
Expires Dec. 28, 1998
Bonded by HAI
800-422-1885

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Southern Coin Amusements, Inc.
2. The name and address of the registered agent and office is:
L. Wayne Adams, 1591 Laurel Park Ct., Orange City, FL 32736



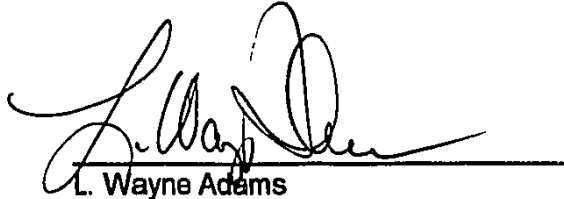
L. Wayne Adams

Title: President

Date: 9-18-97

FILED
97 SEP 23 11:11:49
TALLAHASSEE, FLA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


L. Wayne Adams

Registered Agent

Date: 9-18-97