

MICHAEL MAGRUDER
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Waterfront Square
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April 9, 1998

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

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-04/17/98--01043--003
*****70.00 *****70.00

Re: FLORIDA BREAK TIME, INC.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$70.00 for filing.

Please forward a copy along with your confirmation letter in the enclosed, self-addressed, stamped envelope.

Very truly yours,


C. Michael Magruder

CMM/cw
Enclosures

FILED
98 APR 17 AM 10:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Cathy GAVE
AUTHORIZATION BY PHONE TO
CORRECT (Address P.O. Box is correct)
DATE 4-20-98 mailing = 1622
DOC. EXAM D Callaway Incorporator = 1672

(4)


4/20/98

ARTICLES OF INCORPORATION

OF

FLORIDA BREAK TIME, INC.

FILED

98 APR 17 AM 10:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
Corporate Name

The name of the corporation is FLORIDA BREAK TIME, INC.

ARTICLE II
Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III
Purpose

This corporation is organized for the purpose of buying, selling and maintaining amusement and vending machines and for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The corporation is authorized to issue 10,000 shares of capital stock with no par value, which shall be designated "Common Shares".

ARTICLE V
Initial Registered Office and Agent

The principal office, and the mailing address of the corporation is: P.O. Box 1622, Kissimmee, Florida 34742.

The name and street address of the initial registered agent of this corporation is:

C. MICHAEL MAGRUDER
220 E. Monument Avenue, Suite C
Waterfront Square
Kissimmee, Florida 34741

**ARTICLE VI:
Initial Board of Directors**

This corporation shall have two directors 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 names and addresses of the initial directors are as follows: MICHAEL DOBBS and CATHY DOBBS.

**ARTICLE VII
Incorporators**

The name and address of the incorporator signing these Articles of Incorporation are as follows:


MICHAEL DOBBS
P.O. Box 1672
Kissimmee, FL 34742

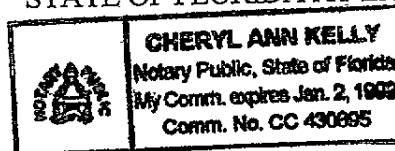
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of April, 1998.


C. MICHAEL MAGRUDER, Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 8 day of April, 1998, by C. MICHAEL MAGRUDER, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

Certificate of Registered Agent of FLORIDA BREAK TIME, INC., pursuant to Florida Statutes, sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 220 E. Monument Ave., Suite C, Kissimmee, Florida 34741, has named C. Michael Magruder, located at the aforesaid address as its registered agent to accept service of process within this state. Under that acknowledgement having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.


C. Michael Magruder

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SECRETARY OF STATE
TALLAHASSEE FLORIDA