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MICHAEL A. BAVIELLO, JR., P.A.
ATTORNEY AT LAW

June 19, 1998

VIA PRIORITY MAIL

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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RE: PLAY EMPORIUM NAPLES, INC.

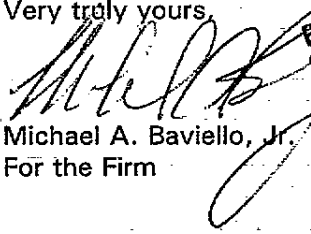
Dear Madame Secretary:

This law firm represents the above-referenced corporation to be formed in the State of Florida. We enclose the original Articles of Incorporation and our check number 2879 in the amount of \$122.50 which represents the following fees

Fee for Articles of Incorporation	\$ 35.00
Fee for Certified Copy	52.50
Fee for Registered Agent	35.00
Total	<u>\$ 122.50</u>

We look forward to receiving the certified copy of the Articles of Incorporation and the Certificate of Good Standing in the very near future. If you have any questions, please contact undersigned directly.

Very truly yours,


Michael A. Baviello, Jr.
For the Firm

EFFECTIVE DATE
6-19-98

98 JUN 22 PM12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DMC
6/22/98

MAB/
Enclosures

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**ARTICLES OF INCORPORATION
OF
PLAY EMPORIUM NAPLES, INC.**

FILED
98 JUN 22 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

EFFECTIVE DATE
6-19-98

ARTICLE 1. NAME AND ADDRESS.

The name of the Corporation is **PLAY EMPORIUM NAPLES, INC.**. The principal office and mailing address of the Corporation shall be **1025 Fifth Avenue North, Naples, Florida 34102.**

ARTICLE 2. DURATION.

The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSE.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Chapter 607 of the Florida Statutes). No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. COMMENCEMENT OF CORPORATE EXISTENCE

According to § 607.0203, Florida Statutes, corporate existence shall commence the

date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon the filing by the Department of State. In either case, the Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE 5. AUTHORIZED SHARES

1. The Corporation is authorized to issue one class of shares, which shall be called common shares. The maximum number of shares, that the Corporation is authorized to have outstanding at any one time, is Seven Thousand Five Hundred (7,500) shares having par value of \$1.00 per share. The Board of Directors shall issue common shares for at least par value, or any amount in excess of par value which the Board of Directors deems proper.

2. A shareholder shall be entitled to one (1) vote per common share on each matter submitted to a vote at a shareholders' meeting. In the event of a dissolution of the Corporation, a shareholder shall be entitled to receive his or her proportionate share of the net assets of the Corporation based on a ratio of the shareholder's number of common shares to the total number of issued and outstanding common shares.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial Registered Office of the Corporation is **1025 Fifth Avenue North, Naples, Florida 34102**, and the name of its initial Registered Agent at that address is **MICHAEL A. BAVIELLO, JR., ESQUIRE**. The Board of Directors may, at any

time, change either the registered office to any other address in Florida or the registered agent.

ARTICLE 6. RIGHTS OF INITIAL DIRECTORS.

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE 7. DIRECTORS.

The Corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided by the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

MICHAEL A. BAVIELLO, JR.	1025 Fifth Avenue North Naples, Florida 34102
ROBERT J. DAVID	1193 North Tamiami Trail Naples, Florida 34110
JAMES M. GUALARIO	820 Anchor Rode Drive Naples, Florida 34103

ROGER M. JASMINIS

**6200 Waxmyrtle Way
Naples, Florida 34109**

GENE N. LANDRUM

**7065 Villa Lantana Way
Naples, Florida 34108**

ARTICLE 8. OFFICERS

The Corporation shall have a President, Vice President, Secretary and Treasurer. In addition, the Corporation may have additional and assistant officers. Any two or more offices may be held by the same person.

Moreover, the Board of Directors shall establish and set the salaries of all officers of the Corporation.

ARTICLE 9. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE 10. QUORUM REQUIREMENTS

A quorum requirement at a shareholders' meeting shall consist of two-thirds (2/3) of the shares entitled to vote represented in person. If a quorum is present, then an affirmative vote by a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be an act of the shareholders of the Corporation.

ARTICLE 11. INCORPORATORS

The name and address of each Incorporator is as follows:

MICHAEL A. BAVIELLO, JR.

c/o Michael A. Baviello, Jr., P.A.
1025 Fifth Avenue North
Naples, Florida 34102

ARTICLE 12. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights, pursuant to §607.0630, Florida Statutes, as amended from time to time.

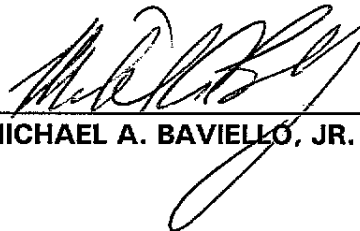
ARTICLE 13. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 14. INDEMNIFICATION

The Corporation shall indemnify each Officer, Director, including former Officers and Directors, as well as shareholders of the Corporation, to the full extent permitted by law, including but not limited to § 607.0850, Florida Statutes, or any successor statute.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19th day of June, 1998.

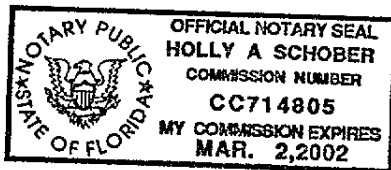


MICHAEL A. BAVIELLO, JR.

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared **MICHAEL A. BAVIELLO, JR.**, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of June, 1998.



Holly A. Schober
Print Name:
NOTARY PUBLIC, State of Florida at Large
My Commission number is:
My Commission expires:

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 19th, 1998.

Michael A. Bavello, Jr.
MICHAEL A. BAVIELLO, JR.
as Registered Agent

FILED
98 JUN 22 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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