

P98000064086



ACCOUNT NO. : 072100000032

REFERENCE : 896001 142945A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 17, 1998

ORDER TIME : 2:48 PM

ORDER NO. : 896001-005

CUSTOMER NO: 142945A

CUSTOMER: Mr. Robert Tememe  
JURIS-CONSULTANTS, INC.

5770 S.w. 55th Street

Miami, FL 33155

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 17 PM 3:03

DOMESTIC FILING

NAME: INDYCORP, INC.

400002592434 -- 7  
-07/20/98--01001--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

2555  
W98-16414

FILED  
98 JUL 17 PM 3:22  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 17 PM 3:03

July 20, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: INDYCORP, INC.  
Ref. Number: W98000016414

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for INDYCORP, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 998A00038337

RECEIVED  
98 JUL 21 PM 12:10

**ARTICLES OF INCORPORATION**  
**OF**  
**INDYCORP, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 17 PM 3:03

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**INDYCORP, INC.**

**ARTICLES II. NATURE OF BUSINESS**

The nature of the business to be transacted by this corporation is:

Arcade video games operation, bar and sandwiches, general business; investments; etc.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock having a nominal of \$1.00 par value.

### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which the corporation will begin business is: ONE THOUSAND (\$1,000.00) Dollars.

### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE VI. ADDRESS**

The initial post office address of the initial office of this corporation in the state of Florida is:

5161 Collins Avenue, Suite 1001, Miami Beach, FL 33140

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

### **ARTICLE VII. DIRECTORS**

The corporation shall have one Director initially.

The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

### **ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS**

The name and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Natalie Gabai	5161 Collins Avenue, Suite 1001 Miami Beach, FL 33140	President/Director

### **ARTICLE IX. SUBSCRIBERS**

The name and post office address of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Natalie Gabai	5161 Collins Avenue, Suite 1001 Miami Beach, FL 33140

**ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

**ARTICLE XI. INDEMNIFICATION**

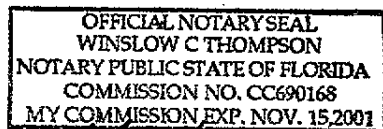
The corporation shall indemnify any officer or director, to the full extent permitted by law.

**ARTICLE XII. AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' Meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of July, 1998.

*DADE County  
FLORIDA.*



*[Signature of Winslow C. Thompson]*

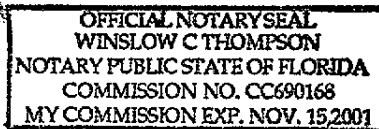
*[Signature of Natalie Gabai]*

Natalie Gabai  
Incorporator

STATE OF FLORIDA       )  
                                  ) S.S  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the County and State above to take acknowledgments, personally appeared Natalie Gabai to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this  
*3* day of *July*, 1998.



A handwritten signature in dark ink, appearing to read "Winslow C Thompson", written over a horizontal line.

Notary Public  
State of Florida at Large

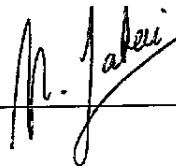
My Commission Expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 17 PM 3:03

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

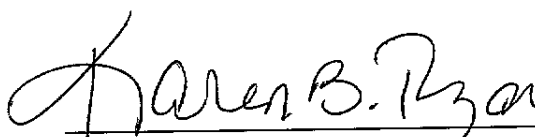
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

1. The name of the Corporation is: **INDYCORP, INC.**
2. The name of the Registered Agent and address of the Registered Office is:  
CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301



Natalie Gabai  
Title: President/Director/Incorporator  
Date: June 3, 1998

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in that 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 obligation of my position as Registered Agent.



By: Karen B. Rozar, Asst. Sec.  
Corporation Service Company, Registered Agent