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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/25/99--01031 --008
*****78.75 *****78.75

SUBJECT: South Florida Amusements & Games, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 78⁷⁵.

FROM:

James Arewa
Name (printed or typed)
232 Sprugdale Circle
Address
Palm Springs, FL 33461
City, State, & Zip
(561) 254-1911
Telephone Number

FILED
99 MAR 25 PM 12:11
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

SHARON

MAR 30 1999

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA AMUSEMENTS & GAMES, INC.

FILED
99 MAR 25 PM 12:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be **SOUTH FLORIDA AMUSEMENTS & GAMES, INC.**

ARTICLE II

DURATION

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the State of Florida; said corporation's primary purpose shall be in the field of installation of Amusement and Vending machines.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock, as follows: fifty-one (51%) of the stock to be owned by the President, (49 %) forty-nine percent to be owned by the Vice-President.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is: 232 Springdale Circle, Palm Springs, Fl. 33461 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI
OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

James Arena (President) 232 Springdale Circle, Palm Springs, Fl. 33461
Claudio Carmona (Vice President) 2480 S. Congress Avenue, # 38, West Palm Beach, Fl. 33406

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles is:

James Arena
232 Springdale Circle
Palm Springs, Fl. 33461

**ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT**

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

James Arena
232 Springdale Circle
Palm Springs, Fl. 33461

**ARTICLE IX
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

**ARTICLE X
AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this day of , 1999.



JAMES ARENA, President

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared JAMES ARENA, who after being first duly sworn, deposes and states, that she signed the foregoing Articles of Incorporation for the purposes stated therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 22nd day of March, 1999.



NOTARY PUBLIC

My commission expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT /REGISTERED OFFICE

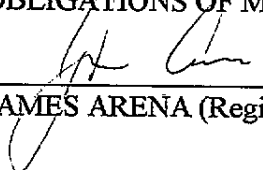
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **SOUTH FLORIDA AMUSEMENTS & GAMES, INC.**

2. The name and address of the registered agent and office is:

JAMES ARENA
232 Springdale Cirle
Palm Springs, FL 33461

I HAVE 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 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.



JAMES ARENA (Registered Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 25 PM 12:12

FILED