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ARTICLES OF INCORPORATION
OF
COMPUTER VIDEO ARCADE, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation shall be Computer Video Arcade, Inc.

2. The objects for which the corporation is formed are:

(a) To conduct, carry on and be engaged in the business of the operation of game rooms including sales and service of video game units and design, sales and service of computer software.

(b) To enter into, make and perform contracts and agreements of every kind for any lawful purpose, with any person, firm, corporation, municipality or political body, whether related to the business purpose stated in paragraph (a) above or not, and generally to carry on any and every lawful business which a corporation is permitted to do by the Constitution and laws of the State of Alabama; and such other business shall not be limited to the State of Alabama.

(c) In furtherance and not in limitation of the aforesaid objects, to carry on any lawful business

PORTERFIELD, SCHOLL, BAINBRIDGE, MIMS, CLARK & HARPER, P.A.
#2 OFFICE PARK CIRCLE
POST OFFICE BOX 7688-A
BIRMINGHAM, ALABAMA 35253

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and to do anything convenient in connection with the carrying on of such business; and to do business without any restrictions in any legal business in the State of Alabama, or any other State of the United States, and to own, buy, and sell personal property and to borrow money and issue its bonds, notes or mortgages therefor.

3. The address of the initial registered office of the corporation is 2834-A Montgomery Highway, Pelham, Alabama 35124; and the name of its initial registered agent at such address is Tommy F. Johnson.

4. The amount of the total authorized capital stock of this corporation is fixed at \$5,500.00 divided into 550 shares of common stock of the par value of \$10.00 per share. The amount of capital stock with which the corporation will begin business is \$4,000.00 being 400 shares of common stock of the par value of \$10.00 per share.

5. The name and post office address of the Agent designated by the incorporators to receive subscriptions to the capital stock of the corporation is Tommy F. Johnson, 113 Hunter's Point Circle, Bessemer, Alabama 35020.

6. The number of directors constituting the initial Board of Directors of the corporation is three, and the name and addresses of the persons who are to serve as directors until the first annual meeting of shareholders

or until their successors are elected and shall qualify
are:

<u>NAME</u>	<u>ADDRESS</u>
Tommy F. Johnson	113 Hunter's Point Circle Bessemer, Alabama 35020
James A. Foley, Jr.	2834-A Montgomery Highway Pelham, Alabama 35124
Alton R. Chambliss	2834-A Montgomery Highway Pelham, Alabama 35124

7. The names and post office addresses of the
incorporators and the number of shares of stock subscribed
for by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Tommy F. Johnson	113 Hunter's Point Circle Bessemer, Alabama 35020	150
James A. Foley, Jr.	2834-A Montgomery Highway Pelham, Alabama 35124	150
Alton R. Chambliss	2834-A Montgomery Highway Pelham, Alabama 35124	100

IN WITNESS WHEREOF, the undersigned incorporators have
set their signatures on this the 27th day of January, 1982.

Tommy F. Johnson
TOMMY F. JOHNSON
James A. Foley, Jr.
JAMES A. FOLEY, JR.
Alton R. Chambliss
ALTON R. CHAMBLISS

This instrument was
prepared by:
William O'Neal Whitt, Jr.
P. O. Box 7688-A
Birmingham, Alabama 35253



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify

that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name

Computer Video Arcade, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of

Computer Video Arcade, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic

corporation, the name of the county in which the corporation was or is proposed to

be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's

office does not assume any responsibility for the availability of the corporate

name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 21, 1982

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

COMPUTER VIDEO ARCADE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of COMPUTER VIDEO ARCADE, INC., duly signed and verified pursuant to the provisions of Section 10-2A-26 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of COMPUTER VIDEO ARCADE, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 29 day of

JANUARY, 19 82

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1982 JAN 29 AM 9:58

Thomas A. Smuckler, Jr.
Judge of Probate

Thomas A. Smuckler, Jr.
JUDGE OF PROBATE

Fee 25.00
Jud 1.00
26.00

