



CERTIFICATE OF INCORPORATION
OF

TURNER ENTERPRISES, INC.

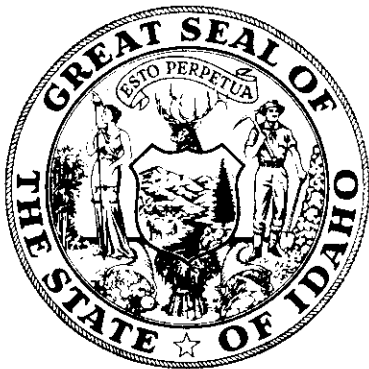
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

TURNER ENTERPRISES, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **May 26, 1982**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

TURNER ENTERPRISES, INC.

KNOW ALL ME BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes herein-after stated, pursuant to the Business Corporation Act of Idaho, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the corporation is TURNER ENTERPRISES, INC.

II.

The purposes for which said corporation is formed are:

(a) To purchase, rent, lease, design, patent, manufacture, produce, and otherwise acquire, own, hold, deal in, prepare for market, sell, exchange, lease or assign, and otherwise dispose of, operate, provide service for, and deal with, either as principal or agent, and upon commission or otherwise, any and all types of video games and video devises, vending machines or vending devises, whether operated manually, mechanically, electrically, or otherwise, now in use or which may be hereafter invented or created.

(b) In general, to do everything incidental or conducive to the full accomplishment of the foregoing objects.

III.

This corporation shall have the power, authority and capacity as follows:

(a) It shall have a capacity to act possessed by natural persons, but it shall have authority to perform only such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law;

(b) Without limiting or enlarging the grant of authority contained in Title 30, Idaho Code, Volume 5B.

it is hereby provided that such corporation shall have authority;

(1) To have succession by its corporate name for the time stated in its articles of incorporation, and when no period is limited, perpetually;

(2) To sue and be sued, appear, complain and defend in any Court of law or equity, or before any board, commission or tribunal;

(3) To have and use a corporate seal which may be altered at pleasure;

(4) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote,

sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

(5) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation;

(6) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars for any one offense.

(7) To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments;

(8) To enter into contracts or obligations of any type or kind, essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of corporation.

(9) To conduct business in this State and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this State, provided such powers are included within the objects set forth in its articles of incorporation.

(10) To do all acts as are necessary and expedient to accomplish its stated purposes.

May 24, 1982

Corporation Clerk
Secretary of State
State of Idaho
Boise, Idaho 83720

Re: Turner Enterprises, Inc.

Dear Sir:

We the undersigned, being the Incorporators of TURNER ENTERPRISES, INC., hereby appoint as Statutory Agent, the following:

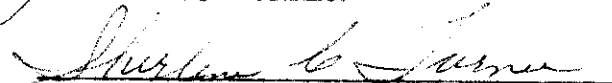
Newell O. Turner
Rt. #1, Syphon Rd.
Pocatello, Idaho 83202

You are further advised that the first Board of Directors will be as follows:

Newell O. Turner
Chad C. Turner
Shirlene C. Turner
all of Rt. #1, Syphon Rd.
Pocatello, Idaho 83202


NEWELL O. TURNER


CHAD C. TURNER


SHIRLENE C. TURNER

IV.

The corporation is to have perpetual existence.

V.

The location and post office address of the registered office of the corporation is Rt. # 1, Syphon Road, Pocatello, Idaho, 83202.

VI.

The capital stock of the corporation shall be \$10,000.00, divided into 100 shares of common stock of the par value of \$100.00 each.

VII.

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

Newell O. Turner	Pocatello, Idaho	1 share
Chad C. Turner	Pocatello, Idaho	1 share
Shirlene C. Turner	Pocatello, Idaho	1 share

IN WITNESS WHEREOF, We have hereunto set our hands this

12 day of May, 1982.

Newell O. Turner
NEWELL O. TURNER

Chad C. Turner
CHAD C. TURNER

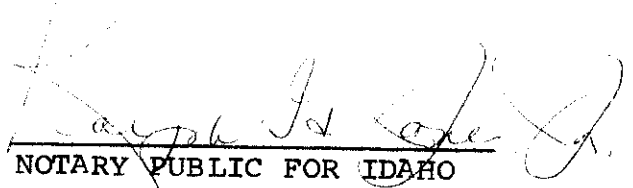
Shirlene C. Turner
SHIRLENE C. TURNER

STATE OF IDAHO)
 : ss
County of Bannock)

On this 12 day of May, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared NEWELL O. TURNER, CHAD C. TURNER and SHIRLENE C. TURNER, known to me to be the persons whose names are subscribed to the

within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho