

P97000064311

7/24/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:19 PM

((H97000012094 3))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839 FAX #: (305)716-0346
NAME: TRANSFLOWER, INC.
AUDIT NUMBER.....H97000012094
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET, TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
97 JUL 24 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 7/25/97

ARTICLES OF INCORPORATION H97000012094

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,
FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: TransFlower, Inc.

The principal place of business of this corporation shall be:

9065 NW 13 Terrace
Miami, FL 33172

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000.

Prepared by: Nations Business Center, Inc.
3900 NW 79th Avenue, S-326
Miami, FL 33166
(305) 591-9448

FILED
97 JUL 24 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are): Luis Felipe Montalvo, Fidel A. Rodriguez, Marcelo V. Montalvo, Marco E. Jijon, and German G. Molano.

ARTICLE VI INCORPORATORS(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are): Luis Felipe Montalvo, 3267 SW 25 Street, Miami, FL 33133, Fidel A. Rodriguez, 3267 SW 25 Street, Miami, FL 33133, Marcelo V. Montalvo, 3267 SW 25 Street, Miami, FL 33133, Marco E. Jijon 9065 NW 13 Terrace, Miami FL 33172, and German G. Molano, 9065 NW 13 Terrace, Miami, FL 33172.

H97000012094

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 21, day of July, 1997.

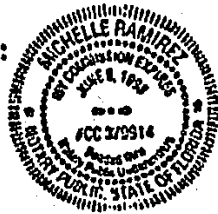
Signature(s) of Incorporator(s)

[Handwritten Signature]
[Handwritten Signature]
[Handwritten Signature]
[Handwritten Signature]

SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, THIS 21 DAY OF July 1997.

[Handwritten Signature]
NOTARY PUBLIC

My commission expires:



H97000012094

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: TransFlower , Inc.
- 2. The name and address of the registered agent and office is:


Fidel Rodriguez
9065 NW 13 Terrace
Miami, FL 33172

FILED
97 JUL 24 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE 
TITLE: Incorporator/Registered Agent

DATE 7/21/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 
DATE 7/21/97

P97000064312

7/24/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:58 PM

((H97000012110 7))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: CASINO SOFTWARE DESIGN, INC.
AUDIT NUMBER.....H97000012110
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:08:51

4
P. 0160367 JUL 25 1997

H 97000012110

ARTICLES OF INCORPORATION

OF

CASINO SOFTWARE DESIGN, INC.

(4)
The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is CASINO SOFTWARE DESIGN, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon execution of these Articles of Incorporation.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall be without par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 990 N.W. 166 Street, Miami, FL 33169, and the name of its initial registered agent at such address is James D. Fulford. The principal office and mailing address of the corporation is 990 N.W. 166 Street, Miami, FL 33169.

This instrument prepared by:
Daniel E. Jonas, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 309850
Tel: (305) 866-7621

H 97000012110

H 97000012110

ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are two. The names and addresses of the persons who are to serve as a member of the initial Board of Directors are as follows:

James D. Fulford
990 N.W. 166 Street
Miami, FL 33169

Ronald Miller
990 N.W. 166 Street
Miami, FL 33169

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

James D. Fulford
990 N.W. 166 Street
Miami, FL 33169

Ronald Miller
990 N.W. 166 Street
Miami, FL 33169

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami Beach, Dade County, Florida on this 24th day of July, 1997.



JAMES D. FULFORD



RONALD MILLER

H 97000012110

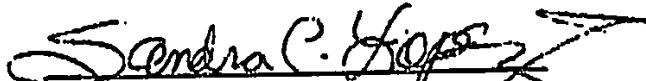
STATE OF FLORIDA:

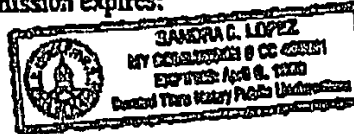
H 97000012110

SS.

COUNTY OF DADE:


I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared JAMES D. FULFORD and RONALD MILLER and they acknowledged before me that they are the subscribers to these Articles of Incorporation and they have acknowledged that they have signed same on this 24th day of July, 1997, and who did take an oath.


Sandra C. Lopez, Notary Public at Large,
State of Florida
My commission expires:



ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, JAMES D. FULFORD, and hereby acknowledges his appointment as the registered agent of CASINO SOFTWARE DESIGN, INC., and he is familiar with, and accepts, the obligations of that position.


JAMES D. FULFORD

H 97000012110

3