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IGAL AZANI
11401 PINES BLVD. #790
PEMBROKE PINES, FL. 33026

April 2, 1999

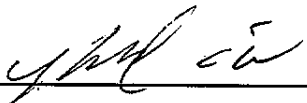
Department of State
Division of Corporations
Tallahassee, Fl. 32302

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*****78.75 *****78.75

Subject: ZOOM GAMES INC.
Proposed Name of Corporation

Enclosed, you will find the sum of \$78.75 to cover the cost of filing and one original and one copy of the Articles of Incorporation for the above named.

Thanking you in advance,



IGAL AZANI
PRESIDENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 PM 5:44

R. Furintun APR - 7 1999

ARTICLES OF INCORPORATION
OF

ZOOM GAMES INC.

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

ARTICLE I NAME

The name of the corporation shall be:

ZOOM GAMES INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:

Mailing Address:

**11401 PINES BLVD. #790
PEMBROKE PINES, FL. 33026**

**11401 PINES BLVD. #790
PEMBROKE PINES, FL. 33026**

Phone Number: **(954) 472-3124**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**IGAL AZANI
11401 PINES BLVD. #790
PEMBROKE PINES, FL. 33026**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 APR -5 PM 5:45

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of incorporation and the office each shall hold is(are): and the number of shares he (she) has subscribed to.

President

SHARES

IGAL AZANI

500

11401 PINES BLVD. #790

PEMBROKE PINES, FL. 33026

Secretary/Treasurer

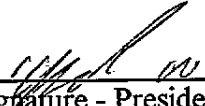
RONEN ZADOK

500

11401 PINES BLVD. #790

PEMBROKE PINES, FL. 33026

The undersigned incorporator(s) has(have) executed these Articles of Incorporation 2nd day of April, 1999.



Signature - President



Signature - Secretary/Treasurer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

ZOOM GAMES INC.

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

IGAL AZANI
11401 PINES BLVD. #790
PEMBROKE PINES, FL. 33026

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 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.


Signature

04/02/99
Date

99 APR -5 PM 5:45

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS