

T. H. BUSCAGLIA AND ASSOCIATES, ATTORNEYS
111 SOUTHWEST 5TH AVENUE - SUITE 200 WARNER PLACE, MIAMI, FLORIDA 33130-1381
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P99000020139

February 24, 1999

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

Re: Ballroom Games, Inc. - Articles of Incorporation

Dear Sir/Madam:

Accompanying this correspondence is an executed original of Ballroom Games, Inc.'s Articles of Incorporation together with a check in the amount of \$78.75 to cover the filing fee and the return of a certified copy of the Articles of Incorporation to the above address.

Thank you for your attention to and courtesy in this matter. Please contact this office if you have any questions. I remain,

Yours truly,

T. H. BUSCAGLIA and ASSOCIATES

EFFECTIVE DATE
2-22-99

Rose Savinon
Legal Assistant

:rs
Enclosures

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99 MAR - 1 PM 3:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BALLROOM GAMES, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is

BALLROOM GAMES, Inc.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE AND DURATION

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence, and shall continue perpetually unless dissolved pursuant to Florida law.

EFFECTIVE DATE
2-22-99

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business allowed under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of one dollar (\$ 1.00) Par Value Voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Registered Agent

Street Address of Registered Office

Company Agent, Inc.

111 Southwest 5th Avenue
Suite 200 - Warner Place
Miami, Florida 33130-1381

The principal place of business is 111 Southwest 5th Avenue, Suite 200, Miami, Florida 33130-1381.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director is:

Thomas H. Buscaglia	111 Southwest 5th Avenue Suite 200 - Warner Place Miami, Florida 33130-1381
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ARTICLE VII - INCORPORATOR

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


Thomas H. Buscaglia
111 Southwest 5th Avenue
Suite 200 - Warner Place
Miami, Florida 33130-1381

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 24th day of February, 1999.

INCORPORATOR



Thomas H. Buscaglia

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

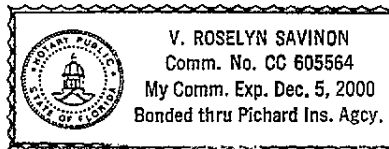
Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas H. Buscaglia, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of February, 1999.



Notary Public, State of Florida


My commission expires:



REGISTERED AGENT

Company Agent, Inc. hereby accepts appointment as registered agent of Ballroom Games, Inc. as set forth in the foregoing Articles of Incorporation.

COMPANY AGENT, INC.

By: 

Thomas H. Buscaglia, President

Date 2/24/99