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PAUL M. JOHNSON
1432 CYPRESS DRIVE, UNIT 5
JUPITER, FL 33469

VIA FEDEX

December 21, 1999

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-12/30/99--01088--009
****122.50 *****78.75

Secretary of State
Registration Section
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

RE: MILLENNIUM GAMES & VENDING, INC.

Dear Sirs:

Enclosed please find original executed Articles of Incorporation for MILLENNIUM GAMES & VENDING, INC.

Also enclosed please find a check for \$122.50 representing the statutory filing fee and registered agent designation for the above referenced Florida for profit corporation.

Please return a certified copy of the Articles of Incorporation to the corporate office for our records.

Sincerely yours,

Paul M. Johnson

FILED
99 DEC 30 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MILLENNIUM GAMES & VENDING, INC.

FILED
99 DEC 30 AM 9:47
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be MILLENNIUM GAMES & VENDING, INC., and the principal place of business will be 1432 Cypress Drive, Unit 5, Jupiter, FL 33469.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have at any time is One Thousand (1,000) shares of common stock, \$1.00 par value.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The initial registered office of this corporation shall be 1432 Cypress Drive, Unit 5, Jupiter, FL 33469; and the initial registered agent of this corporation at such office shall be Paul M. Johnson, who upon accepting this designation agrees to comply with the provisions of Sections 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

The initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than three (3). The names and addresses of the Directors constituting the initial Board of Directors are: Paul M. Johnson and William S. Huffman, 1432 Cypress Drive, Unit 5, Jupiter, FL 33469.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is: Paul M. Johnson, 1432 Cypress Drive, Unit 5, Jupiter, FL 33469.

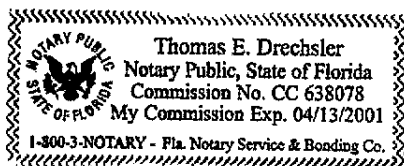
The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true. Accordingly, he has set his hand and seal this 28th day of DECEMBER, 1999.


PAUL M. JOHNSON

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on this 28th day of DECEMBER, 1999 by PAUL M. JOHNSON, who is personally known to me or who has produced FL. Driver ID as identification.

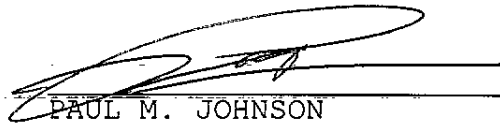



NOTARY PUBLIC STATE OF FLORIDA

My Commission expires: 4/13/2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent for the corporation known as MILLENNIUM GAMES & VENDING, INC.



PAUL M. JOHNSON
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA