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REPLY TO: Tampa

January 26, 2000

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

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Player Connection, Inc.

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above-captioned corporation, along with my firm's check in the amount of \$78.75, representing payment of the filing fee, certified copy of the Articles of Incorporation and Designation of Registered Agent.

Please return, to my attention, the certified copy of the Articles of Incorporation as soon as possible. Thank you for your attention to this matter.

Very truly yours,


John R. Newcomer, Jr.

JRN/pt
Enclosures

John Newcomer Jr.
AUTHORIZATION BY PHONE TO
CORRECT ART. 13 Add address for incorporator
DATE 2/4
DOC. EXAM SKT

S. Thompson FEB 04 2000

ARTICLES OF INCORPORATION
OF
PLAYER CONNECTION, INC.

00 JAN 31 PM 4:12
TALLAHASSEE FLORIDA

The undersigned subscribers, being natural persons competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be: Player Connection, Inc.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law and shall commence corporate existence upon the filing of these Articles by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of owning, operating and marketing a web site and all things subsidiary, necessary, ancillary, or convenient for carrying out and into effect the purposes and objects of the corporation, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States:

ARTICLE FOUR

This corporation is authorized to issue 1,000,000 shares of one cent (\$0.01) par value common stock which shall be designated "Common Stock." Such shares shall be entitled to receive the net assets of the corporation upon dissolution.

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial principal office and mailing address of this corporation is 4830 W. Kennedy Boulevard, Suite 147, Tampa, Florida 33609, and the name of the initial registered agent of this corporation is John R. Newcomer, Jr., whose post office address and mailing address is 4830 W. Kennedy Boulevard, Suite 147, Tampa, Florida 33609.

ARTICLE SEVEN

This corporation shall have three (3) director(s) initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
James Chester	18601 Avenue Monaco Lutz, Florida 33549
Curtis Pope	4348 Outrigger Lane Tampa, Florida 33615
Casey Weldon	4309 Place LeManes Lutz, Florida 33549

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified are:

<u>NAME and OFFICE</u>	<u>STREET ADDRESS</u>
James Chester President/Chief Executive Officer	18601 Avenue Monaco Lutz, Florida 33549
Curtis Pope Vice President/Chief Information Officer	4348 Outrigger Lane Tampa, Florida 33615
Casey Weldon Vice President/Chief Operating Officer	4309 Place LeManes Lutz, Florida 33549

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

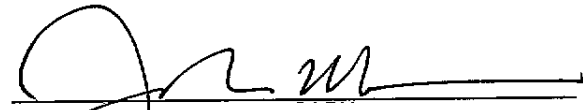
No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation unless expressly

agreed upon by said officer or director.

ARTICLE THIRTEEN

The name of the person signing these Articles of Incorporation as incorporator is John R. Newcomer, Jr 4830 W. Kennedy Boulevard, Suite 147, Tampa, Florida 33609.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 26th day of January, 2000.

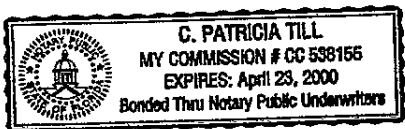

JOHN R. NEWCOMER, JR., Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this the 26th day of January, 2000.


NOTARY PUBLIC, State of Florida

My Commission Expires:



**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE**

In pursuance of Section 48.091 and 607.0501 and 607.0505, Fla. Stats. 1996, the following
is submitted in compliance with said Act:

First, **PLAYER CONNECTION, INC.**, desiring to organize under the laws of the State of
Florida, with its registered office as indicated in the Articles of Incorporation at the City of Tampa,
County of Hillsborough, State of Florida, has named **JOHN R. NEWCOMER, JR.**, whose address
is **4830 W. Kennedy Boulevard, Suite 147, Tampa, Florida 33609**, County of Hillsborough, as
its Registered Agent.

ACKNOWLEDGMENT:

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 to act as
registered agent and agree to comply with the provisions of the above-referenced act. I am familiar
with and accept the obligations of the position of Registered Agent.

By: 

JOHN R. NEWCOMER, JR.,
(Registered Agent)