

P00000033514



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 646896 158076A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajot

ORDER DATE : March 31, 2000

ORDER TIME : 12:42 PM

ORDER NO. : 646896-005

CUSTOMER NO: 158076A

100003191801--3

CUSTOMER: Abram Finkelstein, Esq
ABRAM FINKELSTEIN, ESQ
ABRAM FINKELSTEIN, ESQ
2607 Northeast 189th Street

Aventura, FL 33180

DOMESTIC FILING

NAME: DUNGEONS BY DESIGN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 31 PM 1:47

RECEIVED
00 MAR 31 PM 1:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
DUNGEONS BY DESIGN, INC.

00 MAR 31 PM 1:47

ARTICLE I -- NAME

The name of this corporation is Dungeons by Design, Inc.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One (\$1.00) Dollar par value common stock which shall be designated as "Common Shares."

ARTICLE V -- INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2723 Bruce Terrace, Hollywood, Florida 33020 and the name of the initial registered agent of this corporation at that address is Beverly Finkelstein.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five.

ARTICLE VII -- INCORPORATOR

The name and address of the Incorporator signing these articles is: Beverly Finkelstein, 2723 Bruce Terrace, Hollywood, Florida 33020.

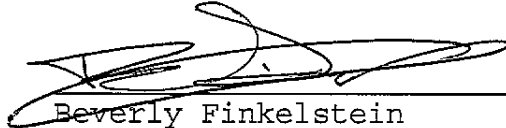
ARTICLE VIII -- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX -- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29 day of March, 2000.


Beverly Finkelstein
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

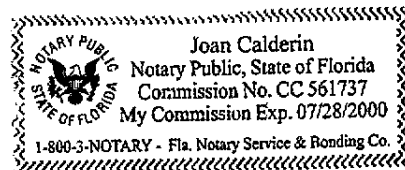
00 MAR 31 PM 1:47

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 29
day of March, 2000 by Beverly Finkelstein, who is personally known
to me or who has produced Florida Driver License # F524-060-70-796-0 as
identification.

Joan Calderin
NOTARY PUBLIC, State of Florida

(Print Type or Stamp Commissioned Name of Notary Public)



Having been named to accept service of process for the above-named 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 performance of my duties.

Beverly Finkelstein
Registered Agent