

- BARRY M. GLENN
- PAUL E. BERG
- WALTER W. BLENNER

**GLENN, BERG  
& BLENNER**  
ATTORNEYS AND COUNSELORS AT LAW

2708 Alternate 19 N., Suite 701  
Palm Harbor, Florida 34683  
Telephone: (727) 786-5866  
Fax: (727) 784-3263

• Also Admitted in Colorado

700000052724

REPLY TO PALM HARBOR

May 19, 2000

Secretary of State - Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

400003261534-2  
-05/22/00--01090--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of **GLOBAL INTERACTIVE GAMERS  
ALLIANCE, INC.**

Dear Sir or Madame:

Enclosed, please find an original Articles of Incorporation and a copy, together with a check for \$70.00, to incorporate the above-referenced company in the State of Florida.

Please process this matter at your earliest convenience, and mail the copy of the Articles back with the certificate of incorporation to the Palm Harbor address on the letterhead.

If you have any questions, please do not hesitate to call.

Very truly yours,

**GLENN, BERG & BLENNER**

WW Blenner

Walter W. Blenner

Enclosures

cc: Ms. Deborah Moss

**FILED**  
00 MAY 22 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**GLOBAL INTERACTIVE GAMERS ALLIANCE, INC.**

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby form(s) a Corporation under the laws of the State of Florida.

***ARTICLE I - NAME***

The name of this Corporation is GLOBAL INTERACTIVE GAMERS ALLIANCE, INC.

***ARTICLE II - NATURE OF BUSINESS***

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do.

1. To own, operate, manage, provide and otherwise be involved in all aspects of development and promotion of global interactive website for gamers, and to promote international competition for gamers, as well as any and all other lawful business as may be conducted in the State of Florida.

2. To take, buy, purchase, sell, exchange, hire, lease, or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, and to hold, own, control, manage, and develop same.

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3. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business Corporation and in particular land, leaseholds, shares of stock, mortgages, bonds and other securities.

4. To erect, construct, maintain, improve, rebuild, alter, manage and control, either directly or through ownership of stock in any Corporation, any and all kinds of buildings, dwellings, stores, offices or other structures or erections.

5. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels real or other property of the company, real and personal.

6. To issue debentures, bonds or other evidences of indebtedness secured by mortgages upon property of this company or otherwise, and to sell the same; borrow money, make and issue its promissory notes, bonds or other evidence of indebtedness, whether secured by mortgage, pledge or otherwise.

7. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any Corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds and other obligations.

8. To carry on any business whatsoever which the Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of the Corporation or to enhance the value of its property.

9. To purchase, hold, sell, and issue the shares of its own capital stock.

10. To conduct its business in the State of Florida, in other states, in the District of Columbia, in the territories and colonies of the United States and foreign countries and to exercise all the powers conferred by the laws of the State of Florida upon Corporations formed under the Act pursuant to and under which this Corporation is formed.

11. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

12. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article, or any other Articles, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

### ***ARTICLE III - CAPITAL STOCK***

The aggregate number of shares of stock that is authorized to be issued is 7,000 shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

### ***ARTICLE IV - DURATION OF EXISTENCE***

This Corporation is to have perpetual existence.

### ***ARTICLE V - ADDRESSES***

The street address of the initial principle office of the Corporation in the State of Florida shall be 1520 Gulf Boulevard, #805, Clearwater, Florida 33767. The initial incorporator and initial officer is Richard Nader.

The registered agent for this corporation is Walter W. Blenner, Esq., at the law offices of Glenn, Berg & Blenner, located at 2708 Alt. 19 North, Suite 701, Palm Harbor, Florida 34683.

The Corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, and territories and colonies of the United States and in foreign countries, as the directors may designate.

#### ***ARTICLE VI - DIRECTORS***

The management and control of this Corporation shall be vested in a Board of Directors of not less than one (1) Director. Attendance by a majority of the directors at any meeting shall constitute a quorum. A majority of those directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the shareholders of the Corporation. The names and street addresses of the members of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

<b><i>NAME</i></b>	<b><i>ADDRESS</i></b>
Richard Nader	319 Crabapple Road Manhasset, N.Y. 11020
Ian Saul Haines	1914 Cove Lane Clearwater, FL 33764

#### ***ARTICLE VII - OFFICERS***

The officers of the Corporation shall be a President and a Secretary/Treasurer, and shall be

chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers or committees which may seem expedient to the Board. The officers who are to hold offices for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

<i>NAME</i>	<i>ADDRESS</i>
Richard Nader, President	319 Crabapple Road Manhasset, N.Y. 11020
Susan Deborah Moss, Secretary	1520 Gulf Boulevard, #805 Clearwater, FL 33767
Ian Saul Haimes Treasurer	1914 Cove Lane Clearwater, FL 33764

#### ***ARTICLE VIII - SUBSCRIBERS***

The names and street addresses of the subscribers of this Corporation are as follows:

<i>NAME</i>	<i>ADDRESS</i>
Richard Nader	319 Crabapple Road Manhasset, N.Y. 11020
Ian Saul Haimes	1914 Cove Lane Clearwater, FL 33764

#### ***ARTICLE IX - SEAL***

The seal of the Corporation shall be a circular impression with the name **GLOBAL INTERACTIVE GAMERS ALLIANCE, INC.**, around the border and "Florida Seal, 2000" in the center.

IN WITNESS WHEREOF, the undersigned, as the incorporator of the above-named Corporation, does hereby subscribe my name and acknowledge the execution of the same on this 18<sup>th</sup> day of May, 2000.

Richard Nader

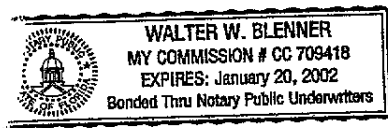
(SEAL)

STATE OF FLORIDA )

COUNTY OF PINELLAS )

BEFORE ME, personally appeared RICHARD NADER to me well known to me to be the person described in, or who provided the following identification: \_\_\_\_\_ and who executed the foregoing Articles of Incorporation for GLOBAL INTERACTIVE GAMERS ALLIANCE, INC., and who acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 18<sup>th</sup> day of May, 2000, in the aforesaid County and State.



W.W. Blenner  
Notary Public  
My commission expires:

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles, I do hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: W.W. Blenner

**FILED**  
00 MAY 22 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA