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July 25, 2000

Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, Florida 32304

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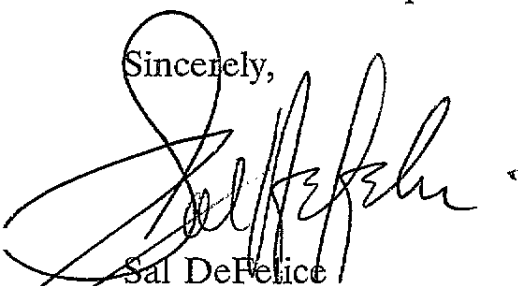
RE: New Age Games and Software, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation along with my Trust Account check #1642 in the amount of \$122.50 for the filing costs.

I would appreciate your returning the certified copy of the Articles of Incorporation to me as soon as possible. Thank you.

Sincerely,



Sal DeFelice

EFFECTIVE DATE
7-25-00

SDD/smb
Enclosure

FILED
00 JUL 27 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN JUL 31 2000

EFFECTIVE DATE
7-25-00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CORPORATION FOR PROFIT**

The Undersigned natural person(s) competent to contract, hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize and incorporate a business for profit with the corporate name as stated in ARTICLE XI.

ARTICLE I - OBJECTS

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

ARTICLE II - CAPITAL

The amount of Capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE III - DURATION

The duration of this corporation shall be perpetual. Corporate existence shall begin at the time of the subscription and acknowledgement hereof, provided that all of the requirements of the law are met.

ARTICLE IV - ADDRESS

The initial street address in this State of the principal office of the corporation shall be as stated in ARTICLE XI.

ARTICLE V - NUMBER OF DIRECTORS

The number of directors which this corporation shall have shall never be less than the minimum number required by law nor more than nine. The number may be increased or decreased as is authorized by the By-Laws.

ARTICLE VI - DIRECTORS, OFFICERS AND SUBSCRIBERS

The names and street addresses of the members of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are elected or appointed and have qualified and the name and street address of each subscriber, and a statement of the number of shares of stock which each agrees to take and the value of the consideration therefore are as stated in ARTICLE XIV.

ARTICLE VII - POWERS

The Powers of the corporation are:

A. To have all of the Powers stated in Florida Statutes, Chapter 607, applicable to this corporation as are now and/or hereafter conferred upon it by law.

B. Establish Plans, such as but not limited to, pension-profit sharing, wage continuation, medical care, accident and health and Group Term Insurance.

C. To request changes in the Certificate of Incorporation of the corporation at any time pursuant to Law.

D. To change the street address in this State of the principal office of the corporation and to establish other locations for corporate operations, from time to time, pursuant to the By-Laws, and without the necessity of amending the Certificate of Incorporation.

E. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of corporate services.

F. To purchase and acquire in accordance with law and the By-Laws, any or all of its shares owned and held by any person or entity who desires to sell, transfer, or otherwise dispose of said shares.

G. To purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholder quorum or vote.

H. To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

I. To make provision in such instruments for transferring corporate property of every kind and nature then belonging to or thereafter acquired by such corporation, as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation. In case of the sale of any property by virtue of any such instrument or of any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by the corporation executing the instrument or contracting the debt.

J. To make gifts for education, scientific or charitable purposes.

K. To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint venture, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in the Articles of Incorporation, jointly or in common with others, so long as the particular corporation, person or association would have power to do so alone.

L. To indemnify any person made a party to an action by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

M. To declare dividends payable in cash or stock to the shareholders of record from capital surplus as well as earned surplus.

N. To indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

O. To elect to issue Stock in this corporation, pursuant to a Plan to issue said Stock, eligible for special Income Tax treatment, in accordance with the provisions of Section 1244 of the Internal Revenue Code and Regulations thereunder, referred to as "Small Business Corporation Stock."

P. To elect to be treated as a "Small Business Corporation" for purposes of filing Information Returns and reporting Stockholder Income, in accordance with the provisions of Sections 1371 through 1378 of the Internal Revenue Code and Regulations thereunder, referred to as "Sub-Chapter S Election."

Q. To do all and everything necessary and proper for the accomplishment of the OBJECTS enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the OBJECTS of the corporation whether or not such business is similar in nature to the OBJECTS enumerated in its Certificate of Incorporation.

R. Each and every foregoing clause shall be construed as a PURPOSE, as an OBJECT, and as a POWER and it is hereby expressly provided that the foregoing enumeration of specific POWERS shall not be held to limit or restrict any other POWERS granted or implied by Law.

ARTICLE VIII - CONFLICT OF INTEREST

Provided due notice is given to this corporation:

A. No Contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is a director or officer of, such other corporation.

B. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

C. No contract, or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm or corporation.

ARTICLE IX - REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the street address of the initial Registered Office of this corporation and the name of the initial Registered Agent of this corporation are set forth in Article XIV of these Articles of Incorporation. The Registered Agent shall accept service of process within the state, on behalf of the corporation, at such designated location, and shall comply with the provisions of said action relating to the duties and obligations of the Registered Agent.

ARTICLE X - GENERAL

A. Unless otherwise stated in the By-Laws, every Stockholder who has the right to vote, shall have the right to vote in person or by proxy.

B. Unless otherwise provided in the By-Laws, no Stockholder shall have a pre-emptive right to purchase his pro rate share of new stock.

C. Unless otherwise provided in the By-Laws, cumulative voting shall not be permitted.

ARTICLE XI - NAME AND ADDRESS

- A. Name: NEW AGE GAMES AND SOFTWARE, INC.
B. Address: 1212 Bahama Bend, F1, Coconut Creek, Florida 33066

ARTICLE XII - SPECIFIC PURPOSE

The corporation shall engage in and conduct the general business of **computer software games and allied equipment** and any or all lawful business permitted under the law of the State of Florida.

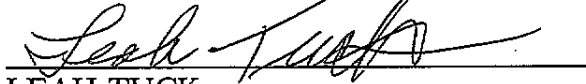
ARTICLE XIII - AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding shall be 1,000 shares of \$1.00 par value common voting stock.

**ARTICLE XIV - NAME AND ADDRESS OF DIRECTORS, OFFICERS
AND SUBSCRIBERS WITH SUBSCRIPTIONS AND REGISTERED AGENT**

<u>Officer-Director-Name</u>	<u>Street Address</u>	<u>No. & Value of Shares</u>
Pres.: Leah Tuck	1212 Bahama Bend, F1	500 @ \$1.00 each
V-Pres.: Leah Tuck	Coconut Creek, FL 33066	
Sec.: Leah Tuck	"	
Treas.: Leah Tuck	"	
Registered Agent: Leah Tuck	"	
Registered Office:	1212 Bahama Bend, F1 Coconut Creek, FL 33066	

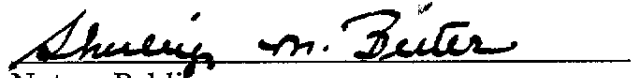
INT WITNESS WHEREOF, We, the undersigned, being the incorporators, do hereby subscribe our names to the foregoing Articles of Incorporation.


LEAH TUCK

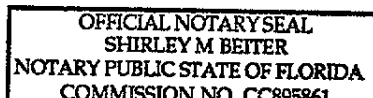
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, the undersigned authority authorized to administer oaths and take acknowledgments, personally appeared **Leah Tuck**, who executed the foregoing Articles of Incorporation and who acknowledged before me that they signed the same for the purpose therein stated.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida, on


Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN, FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT New Age Games and Software, Inc., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF COCONUT CREEK, STATE OF FLORIDA, HAS NAMED Leah Tuck, REGISTERED AGENT, LOCATED AT 1212 Bahama Bend, F1, Coconut Creek, Florida 33066, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


LEAH TUCK, Corporate Officer

TITLE: PRESIDENT

DATED this 25th day of July, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


LEAH TUCK, Resident Agent

DATED this 25th day of July, 2000

FILED
00 JUL 27 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA