CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 ideo Game Art of Inc. File Cut LTD Partnership File___ Foreign Corp. File___ L.C. File____ Fictitious Name File Trade/Service Mark_ Merger File____ Art. of Amend. File RA Resignation_ Dissolution / Withdrawal_ Annual Report / Reinstatement___ Cert. Copy____ Photo Copy___ Certificate of Good Standing Certificate of Status Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Search Signature Fictitious Owner Search Vehicle Search Driving Record Requested by: UCC 1 or 3 File UCC 11 Search Name Time UCC 11 Retrieval Walk-In ____ Will Pick Up Courier_

ARTICLES OF INCORPORATION

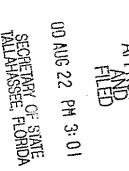
OF

VIDEO GAME X, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is VIDEO GAME X, INC.



ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 7300 37th Avenue North, St.Petersburg, FL 33710.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Thomas Bellino, 7300 37th Avenue North, St.Petersburg, FL 33710.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is President: Michael Bellino, Vice-President: Thomas Bellino, 7300 37th Avenue North, St.Petersburg, FL 33710.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 22nd day of August 2000.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1.	The name of the corporation is:	Video Game X	
	The name and street address of		
1s:	Thomas Bellino, 7300 37th Ave	enue North, st. Petersburg, FL	33710
		·	

HAVE 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 AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

THOMAS BELLINO
Registered Agent

APPROVED

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