

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P0000000 91132

EMSYS Ventures (USA) Inc.

300003406253--6

-09/27/00--01048--011

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

<input checked="" type="checkbox"/>	Art of Inc. File	Cut
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

FILED
00 SEP 27 AM 11:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
00 SEP 27 AM 10:17
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE AFFAIRS
DEPARTMENT OF REVENUE

Signature

Requested by: LM 9/27 9:54

Name Date Time

Walk-In Will Pick Up

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of this corporation shall be: EMSYS VENTURES (USA) INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to own and operate a retail sales of motion simulation entertainment business, as well as any and all other business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 1,000 shares of \$1.00 Par Value all of which shall have the same rights and privileges.

ARTICLE IV

Initial Capital

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

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 3453 Hoover Dr., Holiday, FL 34691. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such

FILED
00 SEP 27 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

Richard Lafayette	Nigel Cowan
3453 Hoover Dr.	Bretton, Moles Hill, Oxshott
Holiday, FL 34691	Surry, KT22 0QB, England

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles of Incorporation is:
Richard Lafayette, 3453 Hoover Dr., Holiday, FL 34691.

ARTICLE IX
Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 3453 Hoover Dr., Holiday, FL 34691, and the Registered Agent shall be RICHARD LAFAYETTE, to accept service of process within this State until changed according to law.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

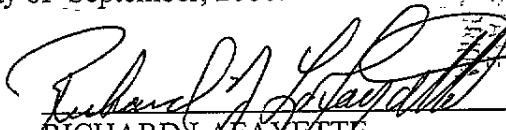
ARTICLE XI
Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII
Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 26th day of September, 2000.


RICHARD LAFAYETTE

ACCEPTANCE BY REGISTERED AGENT

Richard Lafayette does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this 26 day of Sept., 2000.


RICHARD LAFAYETTE