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November 20, 2000

Secretary of State
Division of Corporations
Attn: Charter Section
P. O. Box 6327
Tallahassee, FL 32314

400003479784--1
-11/29/00--01050--007
*****78.75 *****78.75

Re: Articles of Incorporation of Game Stationz, Inc.

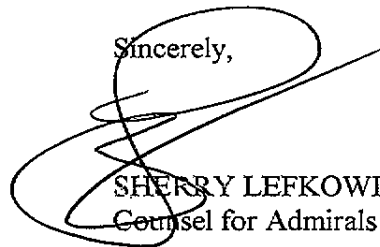
Dear Ladies and Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, please find a check in the amount of \$78.75 to file same.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your help and cooperation.

Sincerely,



SHERY LEFKOWITZ HYMAN
Counsel for Admirals Cove

FILED
00 NOV 29 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SLH/pja

W-28F34
P4 12/5/00

**ARTICLES OF INCORPORATION
OF
GAME STATIONZ, INC.**

FILED
00 NOV 29 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name**

The name of the corporation is: GAME STATIONZ, INC.

**Article II
Duration**

This corporation shall have perpetual existence.

**Article III
Principal Office**

The mailing address of the principal place of business of the corporation is:

3630 Consumer Street
Suite 101
Riviera Beach, FL 33404

**Article IV
Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article V
Capital Stock**

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock.

**Article VI
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is:

200 Admirals Cove Blvd.
Suite 417
Jupiter, FL 33477

and the registered agent of this corporation is:

Sherry Lefkowitz Hyman.

Article VII
Initial Board of Directors

This corporation shall have one director(s) 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 (1). The name and address of the initial director of the corporation are:

Howard Rosenkranz
3630 Consumer Street
Suite 101
Riviera Beach, FL 33404

Article VIII
Incorporators

The name and address of the person signing these articles is:

Howard Rosenkranz
3630 Consumer Street
Suite 101
Riviera Beach, FL 33404

Article IX
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X
Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the board of directors by means of conference telephone as provided by law.


Article XI
Indemnification

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

Article XII
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

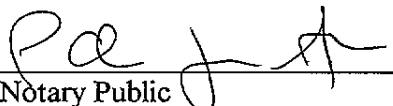
IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 27 day of November, 2000.



STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, appeared Howard Rosinkran who executed the foregoing Articles of Incorporation and she/he is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of November, 2000.



Notary Public

Pamela Jean Allen
Printed Name of Notary

(SEAL)

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
PAMELA JEAN ALLEN
COMMISSION # CC779067
EXPIRES 12/3/2002
BONDED THRU ASA 1-888-NOTARY1

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 607, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT Game Stationz, Inc.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 3630 Consumer St Suite 101, Riviera Beach, FL 33404
(Business Address, City and State)

HAS NAMED Sherry Lefkowitz Hyman
(Name of Registered Agent)

LOCATED AT 200 Admirals Cove Blvd., Suite 417, Jupiter, FL 33477
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Jupiter, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)

OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)
TITLE Howard Rosenkranz, President
DATE 11/21/00

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, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(REGISTERED AGENT)
DATE 11/21/00

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314