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PO10000004607

January 3, 2001

Secretary of State
The Capitol
Tallahassee, FL 32399-0250

RE: WALK THROUGH PUZZLES, INC.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation of Walk Through Puzzles, Inc., together with a copy thereof, for filing with the Florida Dept. of State. Please send us a conformed copy of the articles, as filed, by regular mail in the enclosed envelope. We will not require a certified copy of the articles.

Also, enclosed please find our check for \$70.00 payable to the Florida Dept. of State.

If you should have any questions, please feel free to contact me or Jack Lawson at 1-800-832-1401.

Sincerely yours,


Dennis S. Silver

DSS/co

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
WALK THROUGH PUZZLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is WALK THROUGH PUZZLES, INC.

ARTICLE II: TERM

This corporation shall commence to exist on the date of filing of these Articles with the Florida Department of State and shall exist perpetually or until legally dissolved.

ARTICLE III: PURPOSE

This corporation is organized for the following purposes:

A. To engage in the business of providing walk through puzzles and other amusements to the public.

B. To engage in conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing purposes or necessary or convenient to carry on the business of the corporation or to effect or promote the purposes for which the corporation is formed.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V: INITIAL BUSINESS OFFICE

The street address of the initial business office of this

corporation is 1683 Oketo Street, North Port, Florida, 34287, and the mailing address is the same.

ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 1683 Oketo Street, North Port, Florida, 34287.

ARTICLE VII: INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is George N. Osburn, whose address is 1683 Oketo Street, North Port, Florida, 34287.

ARTICLE VIII: DIRECTORS

This corporation shall have no directors initially.

ARTICLE IX: MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the officers of this corporation.

ARTICLE X: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are: George N. Osburn, II, of 5180 Island Date Street, Sarasota, Florida, 34232, shall serve as President.

George N. Osburn of 1683 Oketo Street, North Port, Florida, 34287, shall serve as Secretary and Treasurer.

ARTICLE XI: INCORPORATORS

The name and address of the person signing these Articles is: George N. Osburn, 1683 Oketo Street, North Port, Florida, 34287.

ARTICLE XII: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the dates indicated.

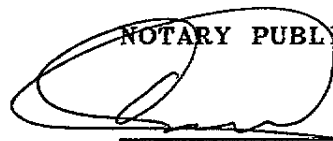
January 3, 2001

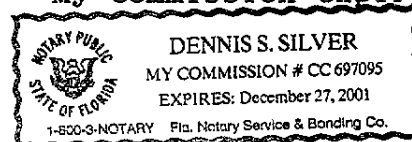

George N. Osburn
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3 day of January, 2001, by George N. Osburn, who has produced a Florida driver's license as identification.

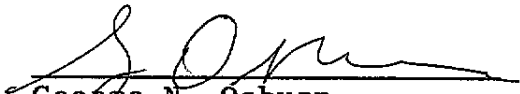
NOTARY PUBLIC:


Dennis S. Silver
My commission expires:



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


George N. Osburn

osburn.inc

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TALLAHASSEE, FLORIDA