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LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

100003911871--5 -03/27/01--01039--021

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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Walk in Pick up time	9.00	Certified Copy
Mail out Will wait	Photocopy C	ertificate of Status
Profit NonProfit Limited Liability Domestication Other OTHER FILINGS Annual Report Fictitious Name Name Reservation	AMENDMENTS Amendment Resignation of R.A., Officer/I Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	Director Examiner's Initials

CERTIFICATE OF INCORPORATION USAGAMES, Inc.

We, the undersigned, hereby associate ourselves together for The purpose off becoming a corporation under the laws of the State of Florida. Providing for the formation, rights, privileges, immunities and liabilities of Incorporation for profit.

ARTICLE I

The name of the corporation should be:

USAGAMES, Inc.

ARTICLE II

The corporation will engage in any activity or business Permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares, which the corporation is Authorize to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par Value. All stock is to be issued as fully paid and exempt from Assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the Capital stock may be governed and restricted by the by-laws Or written agreement among the stockholders which shall be On file in the office of the corporation.

ARTICLE V

The amount of capital with which its corporation may begin Doing business shall be not less than five hundred dollars (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTI CLE VII

The initial post office address of the principal office of Corporation in the State of Florida is: 1932 OLE HERITAGE DRIVE, ORLANDO, FL 32839.

The board of directors may from time to time move the Principal office to any other address in the State of Florida. The registered address of the corporation is: 1932 OLE HERITAGE DRIVE, ORLANDOM FL 32839. Registered agent at the address is IVAN MALVIC.

ARTICLE VIII

A board shall manage the business of the corporation
Of directors consisting of no less than one nor more than
Five directors. A quorum for the holding of a meeting of
The board of directors and for the transactions of any
Business, which will be properly done by the directors on
Behalf of the corporation shall consist of majority of
Members thereof; but the directors, by unanimous consent in
Writing, included among the minutes of the corporation, may
Consent to the doing of any act and such consent in writing
Shall have the same force and effect as though the said act
Had been done and authorized at a meeting at which a quorum
Had been present, or such duties may be delegated to an
Executive committee.

ARTICLE IX

The names and post office of the members of the first board Of directors and the slate of corporate officers are as follows:

IVAN MALVIC PRESIDENT

1932 OLE HERITAGE DRIVE ORLANDO, FL 32839

Stock of the corporation may be issued pursuant
To the provisions of section 1244 of the Internal Revenue Service
Code, so that the stockholders of the Corporation may receive
The benefits provided thereunder.

In witness whereof, we have hereunto set our hands and Seals, this 23RD OF MARCH OF YEAR 2001.

IVAN MAL/VIC

1932 OLE HERITAGE DRIVE

ORLANDO, FL 32839

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

Pursuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida.

The name of the corporation is, **USAGAMES**, **INC**, **Inc**. certify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida **name IVAN MALVIC** located **at 1932 OLE HERITAGE DRIVE**, **ORLANDO**, **FL 32839 a**s agent to accept process in State of Florida County **of ORANGE**

Having 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.

IVAN MALVIC REGISTERED AGENT