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May 8, 2001

KATHRYN B. WILLIAMS
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Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Filing of Articles of Incorporation for Lotafun, Inc.

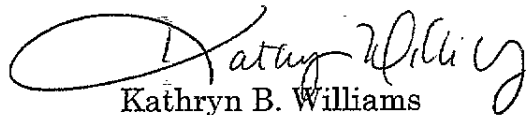
Dear Sir or Madam:

Enclosed herein please find the original and a copy of the Articles of Incorporation of Lotafun, Inc. ("Articles") to be recorded on the Public Records. Also enclosed is a check in the amount of \$78.75 for filing fees, registered agent designation and a certified copy of the Articles. Please return the certified copy to me at the address set forth hereon.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

HOLLAND & KNIGHT LLP


Kathryn B. Williams

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KBW:dg
Enclosure

ORL1 #650515 v1

F. G. HESSER

MAY 1 5 2001

ARTICLES OF INCORPORATION

OF

LOTAFUN, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be LOTAFUN, INC.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 431 East Central Boulevard, #402, Orlando, Florida 32801, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida. This Corporation shall have "S" corporation status.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 431 East Central Boulevard, #402, Orlando, Florida 32801. The initial registered agent of the Corporation at the registered office shall be J. Chadwick Williams.

ARTICLE VII
Initial Board of Directors

The initial Board of Directors shall consist of one (1) director. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

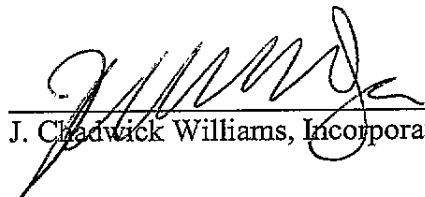
<u>Name</u>	<u>Address</u>
J. Chadwick Williams	431 East Central Boulevard, #402 Orlando, Florida 32801

ARTICLE VIII
Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
J. Chadwick Williams	431 East Central Boulevard, #402 Orlando, Florida 32801

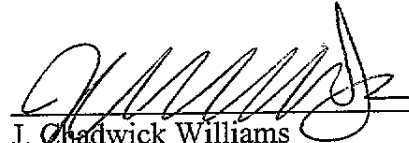
Executed this 12 day of April, 2001.



J. Chadwick Williams, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.



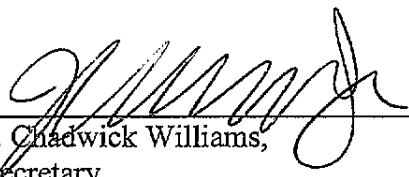
J. Chadwick Williams
Registered Agent

Date: April 12, 2001

CERTIFICATE

The undersigned, being the duly elected and authorized Secretary of LOTAFUN, INC., hereby certifies that the following form of Seal was duly adopted by the Board of Directors of the Corporation by consent dated as of April 12, 2001.

WITNESS my hand and Seal of the Corporation this 12 day of April, 2001.



J. Chadwick Williams,
Secretary

(CORPORATE SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA