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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

GADZOOKS ENTERTAINMENT INC.

Certificate of Status	0
Certified Copy	1
Page Count	02 <i>(2)</i>
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 2001

EMPIRE

SUBJECT: GADZOOKS ENTERTAINMENT INC.
REF: W01000019084

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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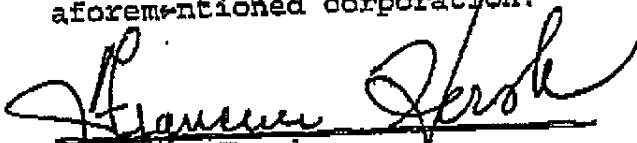
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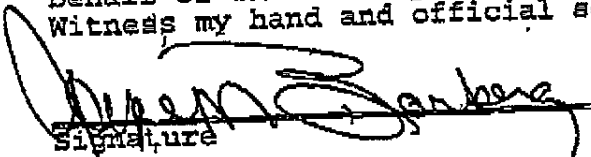
FRANCINE HERSH
760 NORTHWEST 76TH AVENUE
MARGATE, FL 33063

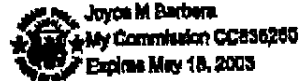
This is to certify that I, Francine Hersh, former director of Gadzooks Entertainment, Inc., Document Number P9700010380, do not now, or in the future, plan to reinstate the aforementioned corporation.


Francine Hersh

STATE OF Florida
COUNTY OF Broward

On June 8, 2001 before me, Joyce Barbera, personally appeared Francine Hersh, personally known to me to be the person whose name is subscribed to the within instrument and that she executed the same in her authorized capacity and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument. Witness my hand and official seal.


Signature



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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

GADZOOKS ENTERTAINMENT Inc

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

6202 Colonial Drive
Margate, FL 33063

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To transact any and all legal business

ARTICLE IV SHARES

The number of shares of stock is:

500

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Margaret Kaufman

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Margaret Kaufman
6202 Colonial Drive
Margate, FL 33063

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Margaret Kaufman
6202 Colonial Drive
Margate, FL 33063

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Margaret Kaufman
Signature/Registered Agent

6/5/01
Date

Margaret Kaufman
Signature Incorporator

6/5/01
Date

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