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August 6, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

Re: Kruz'n Games, Inc.

700004527167--6
-08/09/01--01058--002
*****122.50 *****78.75

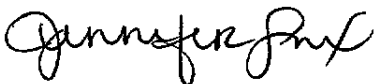
Dear Sir or Madam:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above named corporation, together with a check in the sum of \$122.50 representing the amount of the filing. Please send a certified copy of the document at your earliest convenience.

Your prompt attention to this matter will be greatly appreciated.

If you have any questions regarding the foregoing, do not hesitate to call me.

Sincerely,



Jennifer Lux
Legal Assistant
Enclosures

FILED
01 AUG -9 PM 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN AUG 13 2001

**ARTICLES OF INCORPORATION
OF**

KRUZ'n GAMES, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **KRUZ'n GAMES, Inc.**

ARTICLE II - DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock at no Par Value.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 871 Lemon Road, Daytona Beach, Florida 32119.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Julianna Kolarovski, 871 Lemon Road, Daytona Beach, Florida 32119.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have no directors.

ARTICLE VIII - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are as follows:

Julianna Kolarovski
871 Lemon Road
Daytona Beach, Florida 32119

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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

ARTICLE X - POWERS

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

ARTICLE XI - INDEMNIFICATION

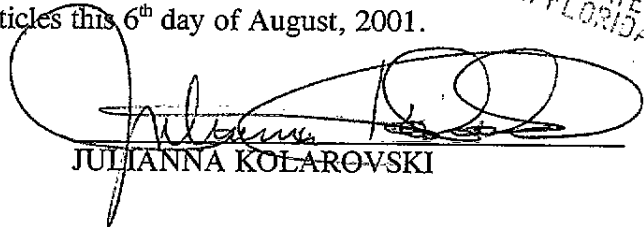
The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII - AMENDMENT

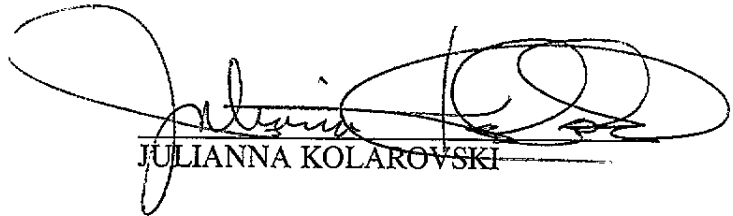
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the share-

olders is subject to this reservation.

The undersigned has executed these Articles this 6th day of August, 2001.


JULIANNA KOLAROVSKI

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED ABOVE, 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.


JULIANNA KOLAROVSKI

Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA