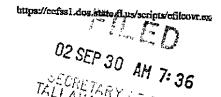
Division of Corporations



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To:

Division of Corporations

Fax Number : (850)205-0381

2000/05/5

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone Fax Number : (305)634-3694 : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

games "r" us amusement, inc.

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ARTICLES OF INCORPORATION

02 SEP 30 AM 7: 36
TÄLLAHASSEE, FLORIDA

OF

GAMES "R" US AMUSEMENT, INC.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE GAMES "R" US AMUSEMENT, INC.

ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS 2701 S. BAYSHORE DR., SUITE 606, MIAMI, FL. 33133.

ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL STOCK:

NO. SHARES

<u>CLASSIFICATION</u>

PAR VALUE

100,000

COMMON

\$1.00

DOCUMENTS PREPARED BY FOY H.HAMMONS 2701 SO. BAYSHORE DR., MIAMI, FLA. 33133 (305) 859-9914

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SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER, UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED BY OTHERS.

ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE CORPORATION IS FOY H. HAMMONS, 2701 SC. BAYSHORE DRIVE SUITE 606, COCONUT GROVE, FLA. 33133.

ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION IS BARBARA URRUTIA, 2701 S. BAYSHORE DR. MIAMI, FL. 33133.

ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME
THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT
SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE
INITIAL DIRECTOR OF THIS CORPORATION IS BARBARA URRUTIA, 2701 SO.
BAYSHORE DR. SUITE 606, MIAMI, FL. 33133.

ARTICLE VIII - SHAREHOLDER PROPERTY

PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO



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THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE DIVIDENDS DUE THEM FOR ANY INDESTEDNESS OF THE SHAREHOLDERS TO THE CORPORATION.

ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.

							INCORPORA	TOR,	Hereby
EXECUTES	THESE	ARTICLES	OF I	NCORPO:	RATION	THIS		DAY	₽
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					INCORP	3/ ORAT	lute	<u>.</u>	

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT FOR GAMES "R" US AMUSEMENT, INC.

DATED THIS	
	. 111
	PRECISTER AGENT

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