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(Requestor's Name)

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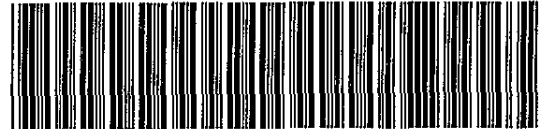
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Stewart B. Capps, P.A.

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Stewart B. Capps

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Facsimile 321/727-0029

July 23, 2003

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

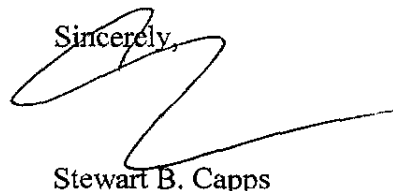
RE: Amergames, Inc.

Gentlemen:

I am herewith enclosing an original and one copy of the Articles of Incorporation for Amergames, Inc., along with a check in the amount of \$78.75 made payable to the Secretary of State. Please file the Articles and provide me with a file-marked copy to me in the return envelope which I have enclosed for your convenience.

Thank you for your assistance. If you have any questions regarding this filing, please do not hesitate to call me.

Sincerely,



Stewart B. Capps

SBC/gc
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERGAMES, INC.**

ARTICLE I - NAME

The name of this corporation is AMERGAMES, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of **ONE AND NO/100THS DOLLAR (\$1.00)** par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The business address of the initial registered office of this corporation is 7800 Technology Drive, West Melbourne, FL 32904, and the name of the initial registered agent of this corporation at that address is Sally J. Mixon.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Sally J. Mixon

7800 Technology Drive, West Melbourne, FL 32904

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Sally J. Mixon

7800 Technology Drive, West Melbourne, FL 32904

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be: 7800 Technology Drive, West Melbourne, FL 32904.

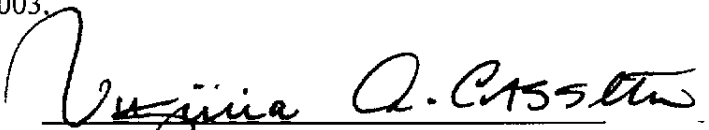
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of July 2003.


SALLY J. MIXON, INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared SALLY J. MIXON, who has produced Florida driver license as identification and who did take an oath, and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 10th day of July 2003.


Notary Public/State of Florida



Virginia A. Cassetta
MY COMMISSION # DD070360 EXPIRES
November 4, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

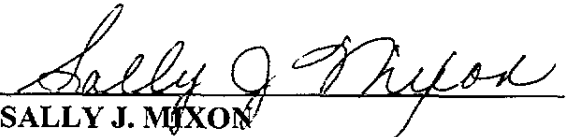
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **AMERGAMES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Satellite Beach, County of Brevard, State of Florida, has named **SALLY J. MIXON**, located at 7800 Technology Drive, West Melbourne, FL 32904, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


SALLY J. MIXON

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TALLAHASSEE, FLORIDA