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(Requestor's Name)

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(City/State/Zip/Phone #)

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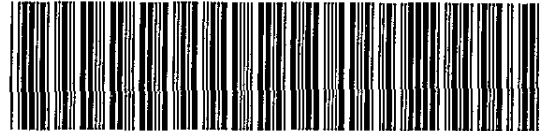
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

09/09/03

DAVID R. FARBSTEIN, P.A.

ATTORNEY AT LAW

8010 NORTH UNIVERSITY DRIVE
TAMARAC, FLORIDA 33321

TEL. (954) 586-0441

FAX (954) 586-0444

August 19, 2003

• Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Vegas Arcade, Inc.

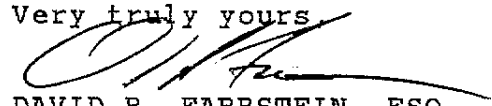
Dear Sirs:

Enclosed please find the following documentation regarding the above-mentioned matter, to-wit:

1. ORIGINAL and one copy of Articles of Incorporation.
with Registered Agent Certificate.

Also enclosed is my trust account check no. 1666 in the amount of \$70.00 for the filing fee.

Very truly yours,


DAVID R. FARBSTEIN, ESQ.

DRF/me

ARTICLES OF INCORPORATION

OF

VEGAS ARCADE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this Corporation is VEGAS ARCADE, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:

7821 NW 4th St., Lauderhill, Fl. 33351 and the name of the initial registered agent of this corporation is: DAVID R. FARBSTAIN, ESQ. whose address is 8010 N. Univ. Dr., 2nd, Tamarac, Fl. 33321.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBSTAIN, ESQ.
8010 N. University Dr., 2nd Fl.
Tamarac, Fl. 33321
Fla. Bar No. 198889
954-586-0441

ARTICLE VI - 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. The name and address of the initial Director of this corporation is:

TONIA CLAY

7821 NW 4th St.
Lauderhill, Fl. 33351

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles is:

TONIA CLAY

7821 NW 4th St.
Lauderhill, Fl. 33351

ARTICLE VIII - Amendments

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 19 day of August, 2003.

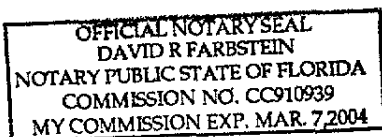
Tonia Clay
TONIA CLAY

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, TONIA CLAY, known by me to be the person who executed the foregoing Articles of Incorporation. Further, said individual furnished the following type of identification to the undersigned, to-wit:

FL Drivers Lic

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19 day of August, 2003.



[Signature]
NOTARY PUBLIC
My Commission Expires:

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


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

FIRST: That VEGAS ARCADE, INC. is qualified to do business
under the laws of the State of Florida with its principal office at:
7821 NW 4th St., Lauderdale, Fl. 33351 and has as appointed DAVID R.
FARBSTEIN, ESQ. of 8010 N. Univ. Dr., 2nd Fl., Tamarac, Fl. 33321,
County of Broward, State of Florida, as its agent to accept service
of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, a place designated in this certificate, I am familiar
with, and hereby accept the duties and responsibilities as registered
agent for said corporation and agree to comply with the provisions of
said Act relative to keeping open said office.



DAVID R. FARBSTEIN
Resident Agent