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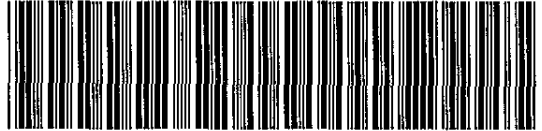
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03/16/04--01056--015 \*\*78.75

**EFFECTIVE DATE**

3-10-04

FILED

04 MAR 16 AM 10:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BRASHEAR & ASSOC. P.L.**  
*C o u n s e l o r s A t L a w*

926 N.W. 13th Street  
Gainesville, FL 32601-4140  
voice: 352/336-0800  
fax: 352/336-0505  
Brashear@NFlaLaw.com  
www.NFlaLaw.com  
  
BRUCE BRASHEAR  
WILLIAM CLAYTON MARTIN III

March 11, 2004

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**RE: TRUEGAMBLER, INC.**

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

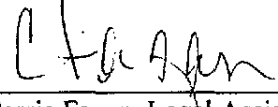
Also enclosed, please find our check in the amount of \$78.75 representing the following:

|                                             |          |
|---------------------------------------------|----------|
| Filing Fee                                  | \$ 35.00 |
| Certificate Designating Resident Agent      | 35.00    |
| Certified Copy of Articles of Incorporation | 8.75     |

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: 

Carrie Fagan, Legal Assistant

**ARTICLES OF INCORPORATION  
OF  
TRUEGAMBLER, INC.**

FILED  
04 MAR 16 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
3-10-04

Article I

*Name.* The name of this Corporation is TrueGambler, Inc.

Article II

*Principal Office.* The address of the principal office of the Corporation is 5745 S.W. 75<sup>th</sup> Street, #171, Gainesville FL 32608.

Article III

*Duration.* The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

*Purpose.* The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act.

Article V

*Common Stock.* This Corporation is authorized to issue 20,000,000 shares of \$.00001 par value common stock. Each holder of Common Stock shall be entitled to one (1) vote for each share of such stock standing in the shareholder's name on the books of the Corporation.

After the payment or declaration and setting aside for payment of the full cumulative dividends for all prior and then current dividend periods on all outstanding shares of Preferred Stock and after setting aside all stock purchase funds or sinking funds heretofore required to be set aside with respect to the Preferred Stock, dividends on the Common Stock may be declared and paid, but only when and as determined by the Board of Directors.

On any dissolution, liquidation or winding up of the Corporation, after there shall have been paid to or set aside for the holders of all outstanding shares of Preferred Stock, the full preferential amount to which they are respectively entitled to receive, pro rata in accordance with the number of shares of each class outstanding, all the remaining assets of the Corporation will be available for distribution to its shareholders.

*Preferred Stock.* This Corporation is authorized to issue 5,000,000 shares of \$.00001 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, *provided, however,* that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares maybe called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights; and
- (g) whether the shares will be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designation, terms, limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### Article VI

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

#### Article VII

*Initial Registered Office and Agent.* The street address of the initial registered office of this Corporation is 5745 S.W. 75<sup>th</sup> Street, #171, Gainesville FL 32608, and the name of the initial registered agent of this Corporation is Christopher J. Hughes.

Article VIII

*Initial Board of Directors.* The Corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Christopher J. Hughes  
6210 S.W. 8<sup>th</sup> Lane  
Gainesville FL 32607

Erica A. Hughes  
6210 S.W. 8<sup>th</sup> Lane  
Gainesville FL 32607

Article IX

*Incorporator.* The name and address of the person signing these Articles is Christopher J. Hughes, 5745 S.W. 75<sup>th</sup> Street, #171, Gainesville FL 32608.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of March, 2004.

  
\_\_\_\_\_  
**CHRISTOPHER J. HUGHES**  
Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me by **CHRISTOPHER J. HUGHES** who is personally known to me and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 16<sup>th</sup> day of June, 2004.



Carrie P. Fagan  
MY COMMISSION # CC993032 EXPIRES  
January 10, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]  
Notary Public

Printed Name  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **TRUEGAMBLER, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 10 day of March, 2004.

[Signature]  
**CHRISTOPHER J. HUGHES**  
Registered Agent

FILED  
04 MAR 16 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA