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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CAPITAL GAMES, INC.

FAX AUDIT NUMBER: H95000001995
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25 FEB 20 AM 9:15
TALLAHASSEE, FLORIDA

2/20/95
20:00 AM 9:02

FILED

95 FEB 20 AM 9:15

STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAPITAL GAMES, INC.**

I the undersigned sole subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby endeavor to establish a Florida corporation for profit.

ARTICLE I.

The name of this corporation shall be:
CAPITAL GAMES, INC.

ARTICLE II.

The corporation may engage in any or all lawful business permitted under the laws of the State of Florida.

ARTICLE III.

The maximum authorized capital stock of this corporation shall be One thousand Shares (1,000) of common stock with a par value of One dollar (\$1.00) per share.

ARTICLE IV.

The street address of the corporation's initial registered office shall be 521 Southwest 10th Avenue, Fort Lauderdale, Florida 33312. The name of the corporation's initial registered agent at this address shall be Mark W. Grainger. The corporation's principal place of business shall be 521 Southwest 10th Avenue, Fort Lauderdale, Florida 33312.

M. M. CLEARY
McCLEARY & CO.
160 South University Drive
Ft. Lauderdale, FL 33324
305-473-1404

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ARTICLE V.

This corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VI.

The sole incorporator is Mark W. Grainger of 521 Southwest 10th Avenue, Fort Lauderdale, Florida 33312.

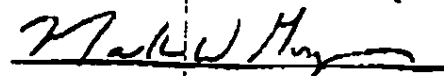
EXECUTION

Being the sole incorporator, I hereby execute these Articles of Incorporation.


Mark W. Grainger

ACKNOWLEDGEMENT

In witness whereof, I hereunto set my hand and seal
this 9th day of February, 1995.


Mark W. Grainger

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ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above stated corporation as specified in ARTICLE IV., I hereby agree to act in this capacity.

Mark W. Grainger
Mark W. Grainger

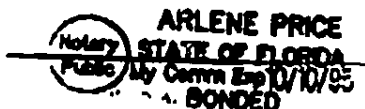
State of Florida)
County of Broward)

I hereby certify on this 9th day of February, 1995, personally appeared before the undersigned authority, Mark W. Grainger to me well known and known to me to be the person who executed, acknowledged and accepted the designation in these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid on the above date.

Arlene Price
Notary Public

My commission expires:



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