

p95000055828

July 15, 1995

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

Re: Madeira Games, Inc.

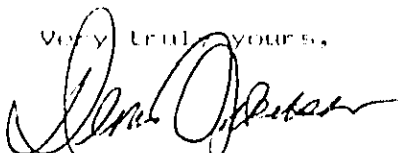
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07/17/95-00041-014
****121.50 ****121.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of 122.50.

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Filing Fee for Registered Agent Certificate for the above named corporation.

Very truly yours,



Dennis Nickerson

FILED
95 JUL 17 11 05 AM
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

Please mail certified copy to:

Madeira Games, Inc.

P.O. Box 260502

Tampa, FL 33685

SHARON L. TALA
JUL 19 1995

ARTICLES OF INCORPORATION

OF

Madeira Games, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be: Madeira Games, Inc.

The principal place of business of this corporation shall be:

Location : 4822 Bonita Vista Dr., Tampa, Fl 33634

Mailing : P.O. Box 260502, Tampa, Fl 33685

ARTICLE II-NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III-CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 10,000 all of which shall be Common shares with a non par value.

ARTICLE IV-TERM OF EXISTENCE

This corporation is to exist perpetually, unless dissolved according to Florida law, commencing its existence upon the approval of the State.

ARTICLE V-OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is:

Dennis Nickerson
4645 - 95th St. N. # 6
Saint Petersburg, Fl 33708
President / Director

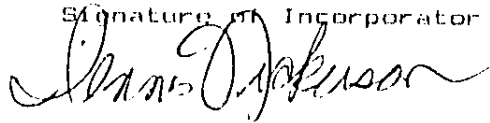
ARTICLE VI-INCORPORATORS

The name and street address of the incorporator to this articles of incorporation is:

Dennis Nickerson
4645 - 95th St. N. # 6
Saint Petersburg, FL 33708

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of July, 1995.

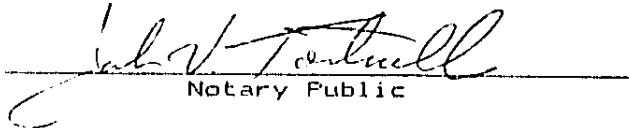
Signature of Incorporator



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged and sworn to before me this 13th day of July, 1995, by Incorporator of Madeira Games, Inc.

Personally known to me or provided as proof Florida Driver License.


Notary Public

My Commission Expires:



"OFFICIAL SEAL"
John V. Tortorello
My Commission Expires 12/27/96
Commission #CC 248175

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 647.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: Maderia Games, Inc.
2. The name and address of the registered agent and office is:

Dennis Nickerson
4645 - 95th St. N. # 6
Saint Petersburg, FL 33708

SIGNATURE :

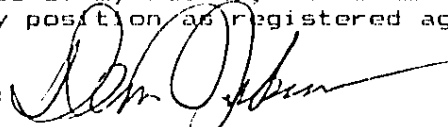


July 13, 1995

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE :



July 13, 1995