

Osceola Paralegal Services, Inc.

17 S. Orlando Ave.
Kissimmee, FL 34741
(407) 870-5878
Fax (407) 870-9997

Kathleen Foust
Owner

P96000008171

January 16, 1996

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

RE: Articles of Incorporation for
GAME WORLD, INC.

Dear Sir:

Enclosed are Articles of Incorporation for GAME WORLD, INC., a corporation for profit, a copy thereof, designation of resident agent, and my escrow check in the amount of \$122.50 for filing fees.

Your approval, filing, certification and return of the certified copy to the undersigned will be appreciated.

Thank you for your assistance in this matter.

Sincerely,

Kathleen M. Foust
Kathleen M. Foust for
KEN WATERHOUSE, President

Enclosures as stated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GAME WORLD, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: GAME WORLD, INC. The principal place of business of this corporation shall be 1228 S. BERMUDA AVE., KISSIMMEE, FL 34741

ARTICLE II

NATURE OF THE BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

ARTICLE III

TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of filing of these Articles in the office of the Secretary of State, for the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares with each share having a par value of \$1.00 per share.

ARTICLE V

REGISTERED AGENT IN INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: Kathleen M. Foust, 17 S. Orlando Avenue, Kissimmee, FL 34741.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

INITIAL DIRECTORS

The names of the initial director of this corporation and his street address is/are:

KEN WATERHOUSE	2970 CARROTWOOD CT. KISSIMMEE, FL 34746
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SEAN WATERHOUSE	1357 ROCK RD. KISSIMMEE, FL 34744
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The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INITIAL OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

KEN WATERHOUSE 2970 CARROTWOOD CT. KISSIMMEE, FL 34746	President
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SEAN WATERHOUSE 1357 ROCKY RD. KISSIMMEE, FL 34744	Vice-President
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ARTICLE IX

INCORPORATOR

The name and street address of the person signing these

Articles of Incorporation as incorporator is/are:

KEN WATERHOUSE
2970 CARROTWOOD CT.
KISSIMMEE, FL 34746

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE XII

BY-LAWS

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

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 16 day of January, 1996.


KEN WATERHOUSE

STATE OF FLORIDA :
COUNTY OF OSCEOLA :

BEFORE ME, a notary public, personally appeared KEN WATERHOUSE, who is the person described as incorporator and executed the foregoing Articles of Incorporation, and who provided the following as identification: FL DL # W 362-516-49-417 and acknowledged before me that he subscribed to these Articles of Incorporation on the 16th day of January, 1996.

(NOTARY SEAL)



JOAN S. DAVIDSON
My Commission GQ283738
Expires Jul. 01 1997

Joan S. Davidson
Notary Public's Signature
State of Florida at Large

Joan S. Davidson
Notary Public's Printed Name

My Commission Expires:

ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.

Kathleen M. Loust
Registered Agent