

P9600036123

NIEVES, MELON,
TAX & ACCOUNTING SERVICES, INC.
439 W. VINE ST.
KISSIMMEE, FL 34741

FILED
96 APR 25 PM 3:14
TALLAHASSEE, FLORIDA

April 2, 1996

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****122.50 ****122.50

Florida Department of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed you will find the articles of
incorporation for OMEGA SYSTEMS CORPORATION, Inc. along with
a check for \$122.50 for filing, certified copy,
and registered agent designation fees.

Please send acknowledgement to:

NIEVES, MELON,
TAX & ACCOUNTING SERVICES, INC.
439 W. VINE ST.
KISSIMMEE, FL 34741

*789,502,706,671
W/96—7900*

D. BROWN APR 25 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 11, 1996

NIEVENS, MELON
TAX & ACCOUNTING SERVICES, INC.
439 W. VINE STREET
KISSIMMEE, FL 34741

SUBJECT: OMEGA SYSTEMS CORPORATION
Ref. Number: W96000007900

We have received your document for OMEGA SYSTEMS CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 896A00016691

ARTICLES OF INCORPORATION
OF
OMEGA ELECTRONIC GAMES AND SYSTEMS CORPORATION

FILED
26 APR 25 PM 3:15
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, acknowledges, and files with the Department of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I
Name and Address

The name of this corporation shall be Omega Electronic Games and Systems Corporation, and its principal place of business shall be 7232 Sand Lake Road, Suite 201, Orlando, Florida, 32819; but it may establish branch offices at any other points deemed advisable by its board of directors within the State of Florida.

ARTICLE II
Term of Existence

This corporation shall have a perpetual existence.

ARTICLE III
Nature of Business

The purpose or purposes for which the corporation is organized is to engage or transact in any and all lawful activities or business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Amylto Rios Da Silva. The street address of the initial registered office of this corporation is 7232 Sand Lake Road, Suite 201, Orlando, Florida, 32819.

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than four (4), except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, whom, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
Amylto Rios Da Silva	7232 Sand Lake Road, Suite 201 Orlando, Florida 32819
Randus Dias Fonseca	7232 Sand Lake Road, Suite 201 Orlando, Florida 32819
Luiz Antonio Guedes	7232 Sand Lake Road, Suite 201 Orlando, Florida 32819
Marcelo Caldas Mazza	7232 Sand Lake Road, Suite 201 Orlando, Florida 32819

ARTICLE VIII
Incorporator

The name and street address of the incorporator is:

Name
Amylto Rios Da Silva

Address
7232 Sand Lake Road, Suite 201
Orlando, Florida 32819

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

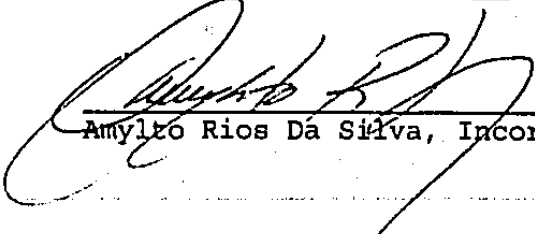
ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendment of Articles of Incorporation

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

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 2nd day of APRIL, 1996.



Amylto Rios Da Silva, Incorporator

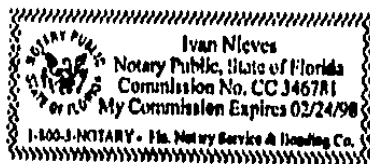
STATE OF FLORIDA
COUNTY OF OSCEOLA

FILED
96 APR 25 PM 3:15
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Before me personally appeared Amylto Rios Da Silva, known and known to me to be the individual described in and whom executed the above foregoing Articles of Incorporation, and acknowledged before me that the above individual executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 17th day of APRIL, 1996.


Ivan Nieves
Notary Public, State of Florida



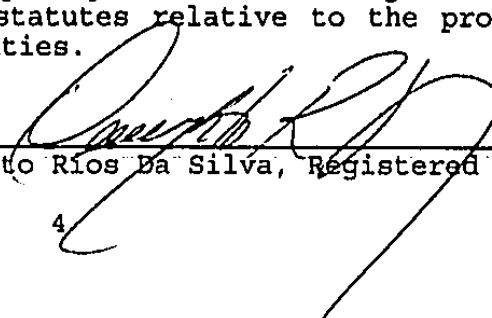
My commission expires:

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

In compliance with the Florida Business Corporation Act, the following is submitted:

That Omega Electronic Games and Systems Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, State of Florida, has named Amylto Rios Da Silva, located at 7232 Sand Lake Road, Suite 201, Orlando, Florida, 32819; as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Amylto Rios Da Silva, Registered Agent