

HO - 142 - 136

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01-23 JUL 1985



REFERENCE : 014687 85185A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 10, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 014687

CUSTOMER NO: 85185A

CUSTOMER: Mr. Boaz Bar-navon
TRANSWORLD REALTY & MANAGEMENT
CORP
Suite A
1384 Heritage Acre Boulevard
Rockledge, FL 32955

50000188885
-07/10/96--01035--010
***122.50 ***122.50

DOMESTIC FILING

NAME: PROFESSIONAL LOTTERY SYSTEMS
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP *

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING.

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

517-671
W96-14411

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 10 PM 2:10

RECEIVED
95 JUL 10 AM 11:18
DIVISION OF CORPORATE
7/18/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date.

July 10, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PROFESSIONAL LOTTERY SYSTEMS CORP.
Ref. Number: W96000014411

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

Pursuant to section 24.119, Florida Statutes, written approval and clearance of the term LOTTERY must be obtained from the Department of the Lottery. Their address is:

Department of the Lottery
250 Marriott Dr.
Tallahassee, FL 32301

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00033585

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 10 PM 2:10

ARTICLES OF INCORPORATION
OF
LOTTOPRO SYSTEMS CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 10 PM 2:10

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be: LOTTOPRO SYSTEMS CORP. The principal place of business of this corporation shall be: 2990 S. Fiske Blvd., Rockledge, Fl. 32955.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having no par value.

ARTICLE IV. REGISTERED AGENT AND INITIAL
REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 1384 Heritage Acres Blvd., Suite A., Rockledge, Florida 32955 and the name of the initial registered agent of the corporation at that address is Boaz Bar-Navon.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. DIRECTORS AND OFFICERS

This corporation shall have three directors initially. The number may be increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided for by the by-laws, but shall never be less than one. The name and address of the initial directors and officers of the corporation are:

JUERG GRAU	DIRECTOR, PRESIDENT, TREASURER
DR. FREDERIC HAM	DIRECTOR, VICE PRESIDENT
WILHELM A. WALSER	DIRECTOR, VICE PRESIDENT & SECRETARY

all at 2990 S. FISKE BLVD., Rockledge, Fl. 32955.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 10 PM 2:10

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is: Boaz Bar-Navon, 1384 Heritage Acres Blvd., Suite A., Rockledge, FL 32955.

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the by-laws. 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 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.

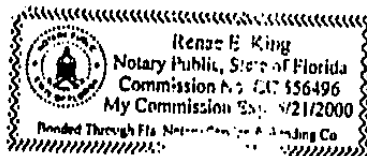
IN WITNESS WHEREOF, the undersigned has hereunto set his hand on the 26 day of June, 1996.


BOAZ BAR-NAVON-
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 26 day of June, 1996 by Boaz Bar-Navon, well known to me to be the person described herein and he acknowledged his signature as being his free act and deed and willingly signed. He did not take an oath.


Notary Public



Having been named to accept service of process for the above stated corporation, at the place designated in this document, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


Boaz Bar-Navon, Registered Agent