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PRESTIGE RAIL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 034206 109928A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 26, 1996

ORDER TIME : 3:37 PM

ORDER NO. : 034206

CUSTOMER NO: 109928A

CUSTOMER: Joseph C. Moffa, Esq
JOSEPH C. MOFFA, P.A.

The 110 Tower, Suite 1840
110 Southeast Sixth Street
Ft. Lauderdale, FL 33301

SECRETARY OF STATE
DIVISION OF CORPORATIONS
07/26/96--01003--017
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 26 AM 9:39

DOMESTIC FILING

NAME: FORTRESS GAMES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

gf
7/29/96

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CIVIL SERVICE CORPORATION

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ARTICLES OF INCORPORATION

of

FORTRESS GAMES, INC.

ARTICLE I - Name and Address

The Name of this corporation is FORTRESS GAMES, INC. (hereafter referred to as the Corporation). The Corporation's principal address is 17608 Clovercreek PL, Lutz, Florida 33549.

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE III - Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Powers

This Corporation shall have all the powers conferred upon corporations organized under the laws of the Florida Statutes.

ARTICLE V - Capital Stock

This Corporation is authorized to issue 100 shares of One and no/100 Dollar (\$1.00) par value common stock.

ARTICLE VI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro-rata share at the price at which it is offered to the others.

ARTICLE VII- Initial Registered Agent and Office

The street address of the initial registered office and agent of this Corporation is The Law Offices of Moffa & Moffa P.A., The 110 Tower, Suite 1840, 110 S.E. 6th Street, Ft Lauderdale, Florida 33301, and the name of the initial registered agent of this Corporation, at that address, is Joseph C. Moffa.

ARTICLE VIII - Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Lance Udell
17608 Clovercreek PL
Lutz, Florida 33549

ARTICLE IX- Incorporators

The name and address of the person signing these articles is:

Lance Udell
17608 Clovercreek PL
Lutz, Florida 33549

ARTICLE X - Bylaws

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

ARTICLE XI - Indemnification

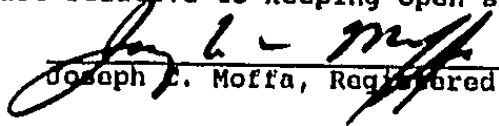
The Corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - Registered Agent

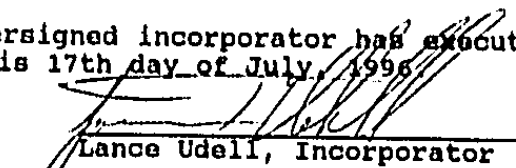
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Act:

FIRST -- That FORTRESS GAMES, INC., desiring to organize under the laws of the State of Florida with it's principal office, as indicated in these Articles of Incorporation, has named Joseph C. Moffa located at, The Law Offices of Moffa & Moffa P.A., The 110 Tower, Suite 1840, 110 S.E. 6th Street, Ft Lauderdale, Florida 33301 as its agent for service of process within this state.

ACKNOWLEDGEMENT -- Having been named to accept service for the above named corporation, at the place designated in this certificate, I heroby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


Joseph L. Moffa, Registered Agent


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of July, 1996.


Lance Udell, Incorporator

STATE OF FLORIDA)
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally appeared Lance Udell who is personally known to me or who has produced a driver's license as identification to be the person who executed the forgoing Articles of Incorporation and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the location aforesaid this 17 day of July, 1996.


Notary Public, Location of Tampa FL
JULIE C. FLOYD
MY COMMISSION # CC461893 EXPIRES
June 28, 1999
BONDED THRU TROY FARM INSURANCE, INC.

My Commission Expires:



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