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September 12, 1996

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Department of State
Division of Corporations
P O Box 6327
Tallahassee FL 32314

SUBJECT: The Money Game, Inc.

Enclosed is the original and (1) copy of the articles of Incorporation and a check for \$122.50.

Please send to:

Richard A. Walker
The Money Game, Inc.
10305 Lake Grove Drive
Odessa FL 33558

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TALLAHASSEE, FLORIDA

F. CHESSEN SEP 20 1996

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

The Money Game, Inc.

2. The name and address of the registered agent and office is:

Richard Walker
(NAME)

10305 Lake Grove Dr.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Odessa FL 33556
(CITY/STATE/ZIP)

OFFICE OF THE
CLERK OF THE
TALLAHASSEE, FLORIDA

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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.

Richard Walker
(SIGNATURE)

9-16-96
(DATE)

**ARTICLES OF INCORPORATION
OF**

The Money Game, Inc.

The undersigned subscriber, Richard A. Walker being a natural person competent to contract, and for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such a corporation:

ARTICLE ONE

The name of the corporation shall be:

The Money Game, Inc.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the primary purpose of transacting, conducting, carrying on, operating and engaging in the business of sales and marketing and dealing in real and personal property of every kind and nature, and all things subsidiary, ancillary, and necessary, or convenient for

carrying out or to effect the purpose or objects of the corporation, and in respect thereunto, and to transact and engage in any business or activity permitted under the laws of the State of Florida, and of the United States, including but not limited to the following:

- a. To purchase or otherwise acquire letters, patents, copyrights, trademarks, concessions, licenses, inventions, rights, franchises and privileges, subject to royalty or otherwise and whether exclusive, non-exclusive or limited or any part interest in any of the above-enumerated rights whether in the United States or in any other part of the world; to sell, let or grant any of said rights, belonging to the corporation, or which it may acquire or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyright or trademarks, or obtain exclusive or other privileges in respect to the same, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, copyrights, or trademarks, any concessions, monopolies, franchises or other rights or privileges either in the United States or in any other part of the world.
- b. To manufacture, fabricate, process, deal in, store, install, handle, transport, export, import or otherwise handle any and all goods, materials, appurtenances and processes useful in, necessary for, or convenient in the conducting of the business of the corporation.

c. To buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock rights, and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills or exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the corporation, from time to time for any of the obligations without restriction of limit as to amount; to purchase, acquire, hold own, mortgage, sell, convey or otherwise dispose of real and

personal property of every class and description in any state, district, territory, colony or foreign country; and to act as agent or broker for any other person, firm or corporation in doing any and all acts described herein.

- d. To purchase equities, mortgages, installment sales contracts, notes drafts, acceptance and commercial paper of every kind and description, including accounts receivable, or other persons, firms or corporation; to hold, collect and otherwise use the same for the benefit of the corporation; and to sell or otherwise dispose of the same.
- e. To operate, conduct and carry on other businesses which may be purchased or otherwise acquired by the corporation, or to lease or rent the same to any person, or corporation, during such period of time as the corporation may own such business or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the corporation.
- f. To purchase, subscribe for, hold, pledge, transfer, sell or otherwise dispose of or deal in, shares of capital stock of corporation, including this corporation, bonds, debentures, notes, or other securities or evidences of indebtedness of any private or public corporation, to do any other act or thing permitted by law

for the preservation, protection, improvements, or enhancement of the value of such shares of stock, bonds, debentures, notes or other securities or evidence of indebtedness, including the right to vote thereon, and respecting any of the enumerated times to exercise any and all rights and privileges of ownership thereof.

- g. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling or otherwise disposing of such investments, or any part thereof, or interest therein.
- h. To engage in the sales and marketing, on behalf of itself or others, including but not limited to the business of sales and marketing of real and personal property of every kind and nature and to do any and all business which may be delegated to agents or brokers by principals and to conduct and operate general agency and brokerage business of every kind and description.
- i. To do all things which are lawful under the Laws of the State of Florida, which are necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or attainment of any or all of the objects of the corporation or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation either as holder of or

Interested in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

- j. For the accomplishment of any object on or about its affairs, to incur debts without limit, and to raise, borrow and secure the payment of money in any lawful manner.
- k. The powers specified herein shall be constructed both as purposes and powers and shall in no wise limited or restricted by reference to or inference from, the terms, of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another; although it be of like nature not expressed.

ARTICLE FOUR

This corporation is authorized to issue One Million Shares 1 Mill (.001) par value common stock which shall be designated "Common Stock".

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial registered office of this corporation is 10305 Lake Grove Drive, Odessa, FL 33556, and the name of the initial registered agent of this corporation is Richard A. Walker, whose post office address and mailing address is 10305 Lake Grove Drive, Odessa, FL 33556.

ARTICLE SEVEN

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

Name: Richard A. Walker

Address: 10305 Lake Grove Drive, Odessa, FL 33556

ARTICLE EIGHT

The names and street addresses of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified are:

Name: Richard A. Walker

Address: 10306 Lake Grove Drive, Odessa, FL 33566

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN

The name of the person signing these Articles of Incorporation as incorporate is Richard A. Walker.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 12th day of September, 1996.

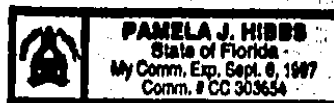

Richard A. Walker

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, personally appeared Richard A. Walker, known and well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the uses and purposes therein expressed.



**Notary Public, State of Florida
My Commission Expires:**



**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE.**

In pursuance of Section 48.091 and 617.023 Fl. Stats. 1981, the
following is submitted in compliance with said Act:

First, The Money Game, Inc., desiring to organize under the
laws of the State of Florida, with its registered office as indicated in
the Articles of Incorporation at the City of Odessa, County of
Hillsborough, State of Florida, has named Richard A. Walker, whose
address is 10305 Lake Grove Drive, Odessa, County of Hillsborough,
State of Florida, as its Registered Agent.

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of
process for the above-started corporation at the place designated in
this Certificate, I hereby accept the appointment to act as registered
agent and agree to comply with the provisions of the above
referenced act.

BY


Richard A. Walker (Registered Agent)

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