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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

50003255PIRE CORPORATE KIT COMPANY

ACCT#: 0724

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GAMES, GIFTS & GADGETS, INC./

AUDIT NUMBER.....H96000015931

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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Bobbie

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OK. to process.

**ARTICLES OF INCORPORATION****H96000015931****OF****GAMES, GIFTS & GADGETS, INC.****ARTICLE I**

The name of this corporation is **GAMES, GIFTS & GADGETS, INC.**

ARTICLE II

The purpose or purposes for which this corporation is organized to conduct any or all lawful

business.

ARTICLE III

This corporation is authorized to issue a maximum of one thousand (1,000) shares of stock.

The shares of stock authorized shall be common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The initial street address of the principal office of this corporation shall be:

13448 N.W. 5th Place
Plantation, Florida 33325

ARTICLE VI

The number of directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

ARTICLE VII

PREPARED BY: RICHARD SIEGMEISTER, ESQUIRE
2645 SOUTH BAYSHORE DRIVE, SUITE 1100
COCONUT GROVE, FLORIDA 33133
(305) 285-0800 (305) 285-0837
FLA. BAR NO. 0700975

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The name and post office of the first Board of Directors and officer of this corporation, who shall hold office for the first year or until his successor are chosen shall be:

Glenn C. Foster
13448 N.W. 5th Place
Plantation, Florida 33325

Janine Foster
13448 N.W. 5th Place
Plantation, Florida 33325

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Glenn C. Foster
13448 N.W. 5th Place
Plantation, Florida 33325

ARTICLE IX

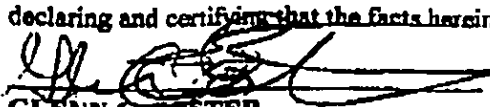
The corporations initial Registered Agent and Registered Office in the State of Florida shall be:

Glenn C. Foster
13448 N.W. 5th Place
Plantation, Florida 33325

ARTICLE X

The corporation's existence will commence on November 12, 1996.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


GLENN C. FOSTER
I HEREBY ACCEPT AS
REGISTERED AGENT


JANINE FOSTER

PREPARED BY: RICHARD HUKEMEISTER, ESQUIRE
2665 SOUTH BAYSHORE DRIVE, SUITE 1100
COCONUT GROVE, FLORIDA 33133
(305) 225-4400 (305) 225-0831
F.L.A. BAR #61 0709175

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STATE OF FLORIDA }
 } SS
COUNTY OF FLORIDA }

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **GI. INN C. FOSTER** and **JANINE FOSTER** whom produce Fla. Driver License # F236-283-56-105-0 and Fla. Driver License # F236-420-71-650-0 respectively as identification, known to be the described in the foregoing Articles of Incorporation, and they acknowledged before me that they executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County of Dade, State of Florida, this 12 day of November, 1996.

Connie Lopez
NOTARY PUBLIC

SEAL:



CONNIE LOPEZ
My Commission #00427280
Expires Dec 18 1998
Bonded by HAI
\$20,000.00

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TALLAHASSEE, FLA
SECRETARY OF STATE

PREPARED BY: RICHARD STEWART, ESQ.
2665 SOUTH BAYSHORE DRIVE, SUITE 1100
COCONUT GROVE, FLORIDA 33133
(305) 385-0888 (FAX) 385-0887

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