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LOUIS S. ROBLES*
ERVINA GONZALEZ**
JUAN R. BAUTA II
LORI E. SCHRIER
MICHAEL A. PFUNDSTEIN
O. OLIVER WRAGG
RAFAEL J. POZO
RAYMOND W. VALORI
STEWART D. FRIED
JACK REISE

Robles & Gonzalez, P.A.
ATTORNEYS AT LAW
SUITE 900
ONE BAYFRONT PLAZA
100 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2026
TELEPHONE (305) 371-5944
WATTS 1-800-327-1230

*MEMBER FL, CO & TX BAR
**MEMBER FL, D.C., TX, CO & NY BAR
**BOARD CERTIFIED CIVIL TRIAL ATTORNEY

January 3, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

Re: Articles of Incorporation on
EMPOWER GAMES, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed on the above captioned corporation, along with our check in the amount of \$122.50 to cover the cost of this service. Please file the original and return a certified copy to us in the envelope provided.

Thank you for your courtesies and cooperation in this regard.

Very truly yours

Allan B. Marks

ABM/tdf
Enclosure

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN -6 PM 3:30

FILED

2/1/97

ARTICLES OF INCORPORATION

OF

EMPOWER GAMES, INC.

ARTICLE I - NAME

The name of the corporation is:

EMPOWER GAMES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, as a corporation engaged in the business of creating adult games and otherwise for the purpose of transacting any other lawful business within this State.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 S. Biscayne Boulevard, Suite #900, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Allan B. Marks.

FILED

97 JAN -6 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 100 South Biscayne Boulevard, Suite #900, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Ruth Robles
22 Harbor Point
Key Biscayne, Florida 33149

Elaine Berkowitz
160 Edgewater Drive
Coral Gables, Florida 33133

Kelley Warner
4975 SW 85th Street
Miami, Florida 33143

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Allan B. Marks
100 South Biscayne Boulevard
Suite #900
Miami, Florida 33131

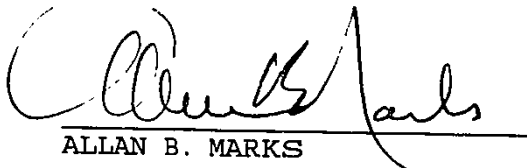
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any current officer, director, employee or agent of the corporation or any former officer, director, employee or agent as permitted by Florida Statute 607.0850, as amended from time to time, and to the full extent permitted by law.

ARTICLE X - AMENDMENT

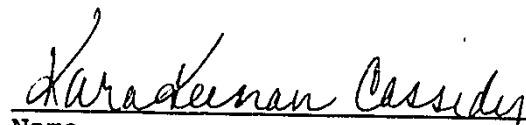
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

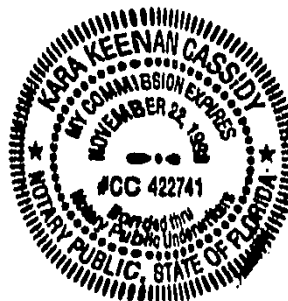
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 03rd day of January, 1997.


ALLAN B. MARKS

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 3
day of ~~December~~ ^{January}, 1997, by ALLAN B. MARKS, who is personally
known to me or who has produced his license and who did/did not
take an oath.


Name:
Notary Public-State of Florida
Commission No.:
My Commission Expires:



FILED

CERTIFICATE DESIGNATING AGENT

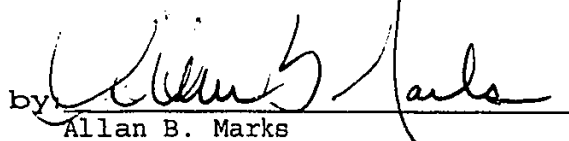
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TALLAHASSEE, FLORIDA

BE IT KNOWN THAT:

Empower Games, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 100 South Biscayne Boulevard, Suite #900, Miami, Florida 33131, has named Allan B. Marks, whose address is 100 South Biscayne Boulevard, Suite #900, Miami, Florida 33131, as its agent to accept service of process within Florida.

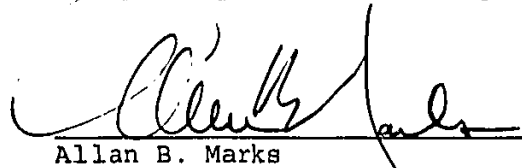
EMPOWER GAMES, INC.

by 
Allan B. Marks

DATED this 03 day of January, 1997.

ACCEPTANCE

Having been named to accept service of process for Empower Games, Inc. at 100 South Biscayne Boulevard, Suite #900, Miami, Florida 33131, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


Allan B. Marks

DATED this 03 day of January, 1997.