

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P97000003121

ACCOUNT NO. : 072100000032

REFERENCE : 155085 7113701

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 14, 1996

ORDER TIME : 10:53 AM

ORDER NO. : 155085-005

CUSTOMER NO: 7113701

800002005218--1
-11/14/96--01110--008
****122.50 ****122.50

CUSTOMER: William Doyle, Esq
WILLIAM E. DOYLE, P.A.
Suite 2600
1301 Riverplace Blvd
Jacksonville, FL 32207

DOMESTIC FILING

NAME: FANTASTIX, INC.

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: Clint Fuhrman

EXAMINER'S INITIALS:

W-24207
KR 11-15

FILED
96 NOV 14 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 14 PM 1:59
DIVISION OF CORPORATE AFFAIRS

Dmc
1-13-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 15, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: FANTASTIX, INC.
Ref. Number: W96000024207

RESUBMIT

Please give original
submission date as file date.

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

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 996A00052148

RECEIVED
97 JUN 10 PM 1:09
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

FANTASTIX GAMES, INC.

FILED

96 NOV 14 AM 10:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby associate for the purpose of becoming a professional service corporation for profit under the laws of the State of Florida, and does hereby certify that the following articles have been adopted.

ARTICLE I. CORPORATE NAME

The name of this corporation is FANTASTIX GAMES, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall have perpetual existence and shall exist commencing on the date of filing these Articles of Incorporation.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized to engage in any and all lawful purposes activity or business which corporations may be permitted under the laws of the United States and of the State of Florida; including but not in any way limiting its power, to buy, hold, own, work, develop, improve, divide, sub-divide, manufacture, process, sell, convey, lease, mortgage, pledge, exchange and otherwise deal in and dispose of, on its own account or on commission, property of all kinds, real, personal and mixed, including stocks, bond, and securities issued or created by any other corporations in any state or county, and whether now or hereafter organized, and including rights, easements and incorporeal hereditaments, appurtenant thereto, and including patents, patent rights, and processes, water rights, permits, privileges, franchises, licenses, sewage systems,

water power and water works, plants for the generation, distribution and supply of electricity, gas, steam and other agencies for light and heat and other purposes to which the same might be adapted; to build, construct, maintain and operate any of the properties above mentioned and supply conveniences therefrom; and while the owner of any property, to exercise all the rights, powers and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it; to be a promoter, incorporator, partner member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; to underwrite the sale of stock, bonds and securities issued by other corporations; to borrow money and secure the same and monies otherwise owing by mortgages, debentures, bonds, deeds, notes or other obligations therefore; to lend money, to employ its surplus and earned surplus in the purchase of or acquisition of its shares or obligations, from time to time as its Directors may determine, and to hold the same in its Treasury to be thereafter sold, issued, or disposed of when and in such manner as the Board of Directors of the corporation may deem expedient; to enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, parish, state, territory or government; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts bills of exchange, warrants, debentures and other negotiable or transferrable instruments; to carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere without restriction as to any of the powers herein set forth, to the same extent as natural persons might or

could do, and in any part of the world, as principals, agents, contractors, or otherwise, alone or in company with others, to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the businesses or acts above named, and to have all the general powers as set out in Florida Statutes, Section 607.0302. The intention is that none of the objects and powers hereinabove specified and clauses contained in this Article, except where otherwise specified in this Article, in no way shall be limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article herein, but that the objects are regarded as independent objects and powers.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to issue and to have outstanding at any time is 5,000 shares having a par value of \$1.00 per share. All common stock shall be fully paid and nonassessable. The common stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance

of fractional shares), at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

(a) The street address of the initial registered office of this corporation is 1301 Riverplace Blvd., Suite 2600, Jacksonville, Duval County, Florida, 32207, and the name of the initial registered agent of this corporation at such address is William E. Doyle, Esquire.

(b) The principal office address and mailing address of this corporation is 2392 Covington Creek, Circle, E., Jacksonville, Duval County, Florida, 32224.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by majority vote of the directors, but shall never be less than one (1). The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, and By-Laws of this corporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders and until their successors have been elected and qualified, or until his/her earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
Noreen S. Avery	2392 Covington Creek Circle, E. Jacksonville, FL 32224

ARTICLE VIII. INCORPORATORS

The name and address of the Incorporator and a statement of the number of shares of stock which he agrees to subscribe are as follows:

<u>Name</u>	<u>Address</u>	<u>No.</u>	<u>Amount</u>
William E. Doyle, Esq.	1301 Riverplace Blvd. Suite 2600 Jacksonville, FL 32207	5000	\$5,000

The proceeds from the payment for the shares of stock subscribed for will be at least as much as the amount of the par value thereof.

ARTICLE IX. LIMITATION ON ISSUANCE OF STOCK

No share or shares of the capital stock of this corporation shall be issued to or held by anyone other than an individual who is duly licensed or otherwise legally authorized to practice as an attorney within the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares of the capital stock of this corporation.

ARTICLE X. RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell or transfer any of his/her shares of stock of this corporation, except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XI. CONTRACTS

No contract or other transaction between the corporation and any other corporation, association, person, or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more directors or officers of the corporation is or are

interested in such contract or transaction as a director or officer of the other corporation or association or transaction of this corporation or in which this corporation is interested and no director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a director or officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such director may be counted in order to determine the presence of a quorum.

ARTICLE XII. SHAREHOLDERS' AGREEMENTS

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by the majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as

relevant terms, conditions and details of any such regulatory or restrictive By-Laws or contracts shall be determined by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his/her shares, therein, except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XIII. OFFICERS

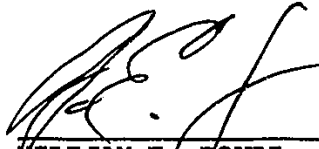
The officers of this corporation shall be a President, and a Secretary/Treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIV. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the shareholders and approved by a shareholders' meeting by a simple majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 11th day of

November, 1996, to the Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida.

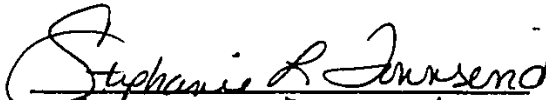

WILLIAM E. DOYLE

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, personally appeared William E. Doyle, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of November, 1996.


Stephanie L. Townsend
Notary Public State of Florida
My Commission Expires:



STEPHANIE L. TOWNSEND
MY COMMISSION # 00407410 EXPIRES
SEPTEMBER 1, 1998
BONOLD TRUST & FIDELITY INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED.

FILED

96 NOV 14 AM 10:38

Pursuant to Chapter 48.091, Florida Statutes, ~~SECRETARY OF STATE INC.~~
TALLAHASSEE, FLORIDA
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 Jacksonville, County of Duval, State of Florida, has named William E. Doyle, Esquire, located at 1301 Riverplace Blvd., Suite 2600, Duval County, Florida, 32207, as its resident agent to accept service of process within this state.

ACKNOWLEDGEMENT

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



WILLIAM E. DOYLE