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Alexander L. Martone
ATTORNEY AT LAW

MIZNER PLAZA
30 S.E. 7th Street, Suite 8
Boca Raton, Florida 33432

Phone (407) 362-5402
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27 January 1997

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fla. 32314

Re: ARTICLES OF INCORPORATION AND FILING FEE
DIGITAL GAMES, INC.

Gentlemen:

I enclose herewith an original and one copy of Articles of incorporation for:
DIGITAL GAMES, INC. Also enclose is a check of \$122.50 to cover the filing
fee, plus one certified copy of the Articles of Incorporation.

Should you need any additional information, please advise.

Very truly yours,

A.L. Martone
ALEXANDER L. MARTONE

ALM/em
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DIGITAL GAMES, INC.

THE UNDERSIGNED SUBSCRIBER FOR THE PURPOSE OF FORMING
A CORPORATIN UNDER THE LAWS OF THE STATE OF FLORIDA, DOES HEREBY
ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I. NAME.

THE NAME OF THIS CORPORATION IS: DIGITAL GAMES, INC.

ARTICLE II. NATURE OF BUSINESS.

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES
TO BE TRANSACTED AND CARRIED ARE:

1. ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE
UNITED STATES AND/ OR THE STATE OF FLORIDA.
2. AND, IN GENERAL, TO CARRY ON ANY OTHER BUSINESS WHATSOEVER
IN CONNECTION WITH THE FOREGOING OR WHICH IS CALCULATED DIRECTLY OR
INDIRECTLY, TO PROMOTE THE INTEREST OF THE CORPORATION OR TO ENHANCE
THE VALUE OF ITS PROPERTIES.
3. AND, FURTHER, TO BORROW OR RAISE MONEY FOR ANY PURPOSE OF
THE COMPANY, AND TO SECURE THE SAME WITH INTEREST, OR FOR ANY OTHER
PURPOSE. TO MORTGAGE ALL OR ANY PART OF THE PROPERTY, REAL OR PERSONAL,
CORPOREAL OR INCORPOREAL RIGHTS OR FRANCHISES OF THIS COMPANY NOW OWNED
OR HEREINAFTER ACQUIRED, AND TO CREATE, ISSUE, DRAW AND ACCEPT AND
NEGOTIATE BONDS AND MORTGAGES, BILL OF EXCHANGE, PROMISSORY NOTES OR
OTHER OBLIGATIONS OR NEGOTIABLE INSTRUMENTS.

ARTICLE III. CAPITAL STOCK.

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS:

500 SHARES, NO PAR VALUE

IV. TERM OF EXISTENCE.

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V. ADDRESS.

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

700 N.E. 38th Street, Boca Raton, Fla. 33431

ARTICLE VI. DIRECTORS.

THIS CORPORATION SHALL HAVE TWO DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME PURSUANT TO THE BYLAWS OF THE CORPORATION.

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

THE NAME AND POST OFFICE ADDRESS OF THE MEMBER OF THE FIRST BOARD OF DIRECTORS, WHO SUBJECT TO THE PROVISIONS OF THE CERTIFICATE OF INCORPORATION, BYLAWS, AND THE CORPORATION LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL A SUCCESSOR IS ELECTED AND HAS QUALIFIED IS AS FOLLOWS:

LEO J. D'ANGELO, 700 N.E. 38th Street, Boca Raton, Fla. 33431

JOHN W. POTTS, III, 9528 Boca River Circle, Boca Raton, Fla. 33431

ARTICLE VIII. SUBSCRIBER.

THE NAME AND POST OFFICE ADDRESS OF THE SUBSCRIBER OF
THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK
THE SUBSCRIBER AGREES TO TAKE IS:

LEO J. D'ANGELO, 700 N.E. 38th Street, Boca Raton, Fla. 33431
75 Shares

JOHN W. POTTS, III, 9528 Boca River Circle, Boca Raton, Fla. 33431
ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT. 25 Shares.

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF
THIS CORPORATIONS IS: ALEXANDER L. MARTONE, ESQ.
30 S.E. 7th Street
Boca Raton, Fla. 33432

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:
ALEXANDER L. MARTONE, ESQ. and he does hereby accept the position of Registered
Agent for the above named corporation and does hereby accept service of process
on behalf of the above corporation.

ARTICLE X. BYLAWS

Alexander L. Martone
ALEXANDER L. MARTONE, as Reg. Agent

THE BY-LAWS OF THIS CORPORATION MAY BE CREATED, AMENDED
OR CHANGED BY EITHER THE STOCKHOLDERS OR DIRECTORS AT ANY REGULAR OR
DULY SCHEDULE SPECIAL MEETING.

ARTICLE XI. THIS CORPORATION SHALL HAVE, IN ADDITION TO A
PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER, SUCH OTHER ADDITIONAL
OFFICERS AS MAY BE CREATED FROM TIME TO TIME BY AND UNDER THE AUTHORIZATION
OF ITS BY-LAWS, THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN
BUSINESS WILL BE NOT LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE XII. ALL OFFICERS, AGENTS AND FACTORS SHALL BE CHOSEN
IN SUCH A MANNER, HOLD THEIR OFFICE 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 PERSON MAY HOLD TWO (2) OR MORE OFFICES.

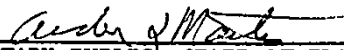
IN WITNESS WHEREOF, the undersigned has made, subscribed and
acknowledged that these Articles of Incorporation, this 23 day of Jan., 1997

Leo D'Angelo
SUBSCRIBER AND INCORPORATOR
LEO J. D'ANGELO

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on the 23 day of JANUARY, 1997,
personally appeared before me, an authorized officer duly commissioned
to administer oaths and take acknowledgements, LEO J. D'ANGELO
to me well known and known to me to be the person who so executed the
foregoing Articles of Incorporation and who acknowledged that is was
signed and executed for the uses and purposes therein expressed and
identification was verified with a valid driver's license or personally
known by me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
at Boca Raton, Palm Beach County, Florida, the date and year first above
written.



NOTARY PUBLIC, STATE OF FLA.
ALEXANDER L. MARTONE

MY COMMISSION EXPIRES:



ALEXANDER L. MARTONE
MY COMMISSION # 00396948 EXPIRES
August 1, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Alexander L. Martone

ATTORNEY AT LAW

MIZNER PLAZA
30 S.E. 7th Street, Suite B
Boca Raton, Florida 33432

Phone (407) 362-5402
Fax (407) 362-5485

27 January 1997

Secretary of State of Florida
Department of State
Corporate Division
Capitol Building
Tallahassee, Fla. 32304

RE: ACKNOWLEDGEMENT OF RESIDENT AGENT OF PERSONAL SERVICE FOR
DIGITAL GAMES, INC.

Gentlemen:

I, ALEXANDER L. MARTONE, of 30 S.E. 7th Street, Boca Raton, Fla. 33432, as Registered Agent of the above corporation, a duly organized and existing under the laws of the State of Florida, do hereby accept service of process for the above styled corporation at 30 S.E. 7th Street, Boca Raton, Fla. 33432.

I hereby acknowledge to act in this capacity as Registered Agent and agree to comply with the the provisions of the Florida Statute relevant to keeping open said office.

Alexander L. Martone

ALEXANDER L. MARTONE, As Registered Agent
for DIGITAL GAMES, INC.

FILED
97 JAN 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA