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((H97000007751 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ON-LINE LOTTERY CLUBS, INTERNATIONAL, LTD.,
AUDIT NUMBER.....H97000007751
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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05/12/97 14:03 (904)922-3709 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1997

EMPIRE

SUBJECT: ON-LINE LOTTERY CLUBS, INTERNATIONAL, LTD., CO.
REF: W97000010925

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

YOU CANNOT USE LTD. IN A CORPORATE NAME. IF YOU WISH TO SPELL OUT LIMITED, IT WILL BE ACCEPTABLE TO USE LIMITED CO.

Pursuant to section 24.119, Florida Statutes, written approval and clearance of the term LOTTERY must be obtained from the Department of the Lottery. Their address is:

Department of the Lottery
250 Marriott Dr.
Tallahassee, FL 32301

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000007751
Letter Number: 997A00025275

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ARTICLES OF INCORPORATION

OF

INTERNATIONAL ON-LINE MARKETING, LIMITED, CO.

I the undersigned sole subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby endeavor to establish a Florida corporation for profit.

ARTICLE I.

The name of this corporation shall be:
INTERNATIONAL ON-LINE MARKETING, LIMITED, CO.

ARTICLE II.

The corporation may engage in any or all lawful business permitted under the laws of the State of Florida.

ARTICLE III.

The maximum authorized capital stock of this corporation shall be One Thousand Shares (1,000) of common stock with a par value of One dollar (\$1.00) per share.

ARTICLE IV.

The street address of the corporation's initial registered office and principal place of business shall be 12614 Northwest 14th Street, Sunrise, Florida 33323. The name of the corporation's initial registered agent at this address shall be Mary Lou Anthoney. The principal place of

(954) 587.5445
M M^cCLEARY
McCLEARY & McCLEARY, P.A.
7441 Northwest 4th Street
Plantation, Florida 33317-2204

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SEAL OF THE STATE OF FLORIDA
TALLAHASSEE, FLORIDA

H97000007751
business is 12614 Northwest 14th Street, Sunrise, Florida
33323.

ARTICLE V.

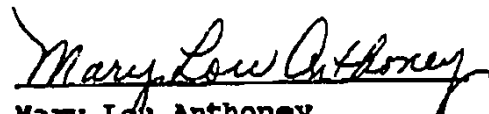
This corporation shall be managed by the stockholders
of the corporation rather than by a board of directors.

ARTICLE VI.

The sole incorporator is Mary Lou Anthoney of 12614
Northwest 14th Street, Sunrise, Florida 33323.

EXECUTION

Being the sole incorporator, I hereby execute these
Articles of Incorporation.


Mary Lou Anthoney

ACKNOWLEDGMENT

In witness whereof, I hereunto set me hand and seal
this 9th day of May, 1997.


Mary Lou Anthoney

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ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above stated corporation as specified in ARTICLE IV., I hereby agree to act in this capacity.

Mary Lou Anthoney
Mary Lou Anthoney

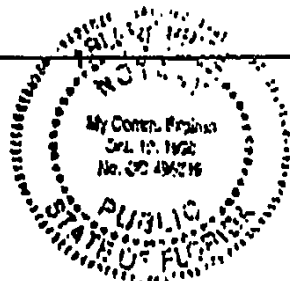
State of Florida)
County of Broward)

I hereby certify on this 9th day of May, 1997, personally appeared before the undersigned authority, Mary Lou Anthoney to me well known and known to me to be the person who executed, acknowledged and accepted the designation in these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid on the above date.

Allen Price
Notary Public

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA