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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY-S RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: GAMES WOMEN PLAY, INC.

AUDIT NUMBER.....H97000008026

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Games Women Play, Inc.

Article II. Address

The mailing address of the Corporation is:
Games Women Play, Inc.
1551 Forum Place
Suite 300A
West Palm Beach FL 33401

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Gary Walk, Esq.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Robin Bernstein

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Gary Walk | FL Bar Member 838829
Lewis, Vegosen, Rosenbach & Silber, P.A.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401
561-659-3300

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

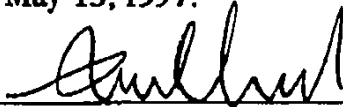
The name and address of the incorporator is:

Gary Walk
Lewis, Vegosen, Rosenbach & Silber, P.A.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 15, 1997.

The undersigned incorporator executed these Articles of Incorporation on May 15, 1997.



GARY WALK

by L.A. Uriarte as attorney-in-fact

Gary Walk | FL Bar Member 838829
Lewis, Vegosen, Rosenbach & Silber, P.A.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401
561-659-3300

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Games Women Play, Inc.

REGISTERED AGENT/OFFICE:

Gary Walk, Esq.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Gary Walk, Esq.
by L.A. Uriarte as attorney-in-fact

Date: May 15, 1997

Gary Walk | FL Bar Member 838829
Lewis, Vegosen, Rosenbach & Silber, P.A.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401
561-859-3300

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