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August 25, 1997

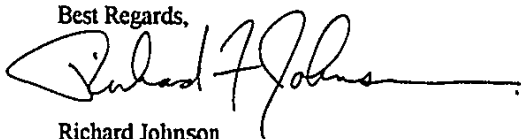
EFFECTIVE DATE  
9-16-97

To Whom It May Concern:

Please find enclosed, the executed Articles of Incorporation for The Players Exchange, Inc. and a check for One Hundred Twenty Two Dollars and Fifty Cents (\$122.50). Please at your earliest convenience fully execute these Articles and return them in the UPS envelope provided.

Thank you for your assistance. Should you have any questions, I can be reached at 407-481-0118.

Best Regards,



Richard Johnson

RJ/beb

Enclosures

FILED  
97 SEP 17 PM 11:30  
TALLAHASSEE, FLORIDA





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 10, 1997

**RICHARD JOHNSON**  
301 EAST HILLCREST STREET  
ORLANDO, FL 32801

**SUBJECT: THE PLAYERS EXCHANGE, INC.**  
Ref. Number: W97000020854

We have received your document for THE PLAYERS EXCHANGE, 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 effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 797A00045054



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**ARTICLES OF INCORPORATION  
OF  
THE PLAYERS EXCHANGE, INC.**

FILED  
97 SEP 17 AM 11:30  
SECRET  
TALLAHASSEE, FLORIDA

**ARTICLE I**

Corporate Name and Principal Office

The name of this corporation is The Players Exchange, Inc. and its principal office and mailing address is 301 East Hillcrest Street, Orlando, Florida 32801.

**ARTICLE II**

Commencement of Corporate Existence

The corporation shall come into existence on ~~August 25, 1996~~  
September 16, 1997.

**ARTICLE III**

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

**ARTICLE IV**

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be one million shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

**ARTICLE V**

Preferred Stock

The aggregate number of shares of preferred stock that this corporation shall be authorized to have outstanding at any one time shall be one (1) million shares at no par value. The corporation may divide and issue the preferred shares in series, designated to

distinguish each series from the shares of other series. The Board of Directors is hereby specially vested with authority to divide the classed of preferred shares in to series so established to the full extent permitted by the Articles of Incorporation and laws in the State of Florida in respect to the following: (a) the number of shares to constitute such series, and the distinctive designation thereof; (b) the rate and preference of dividends, if any, time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue; (c) whether shares may be redeemed and, if so, the redemption price and terms and condition of redemption; (d) the amount payable upon shares in the event of involuntary liquidation; (e) the amount payable upon shares in the event of voluntary liquidation; (f) sinking fund or other provisions, if any; for the redemption or purchase of shares (g) the terms and conditions o which shares may be converted if the share of any series are issued with the privilege of conversion; (h) voting powers, if any; and (I) any other relative rights and preferences of the shares of such series, including, without limitation, and restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights and powers to which shares of any further series shall be subject.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of the corporation shall be 3801 Hollywood Blvd. Ste. 100 Hollywood, FL 33021, and the initial registered agent of the corporation at such address is Andrew N. Cove.

## **ARTICLE VII**

### **Incorporator**

The name and address of the corporation's incorporator is:

Name:	Richard F. Johnson	Address:	294 Oakpark Place Casselberry, FL 32707
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## **ARTICLE VIII**

### **By-Laws**

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE IX

### Indemnification

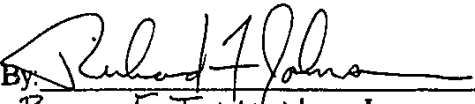
If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representative, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS THEREOF, the undersigned has executed these Articles this <sup>11<sup>th</sup></sup> ~~25<sup>th</sup>~~  
day of ~~August~~, 1997.  
September

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

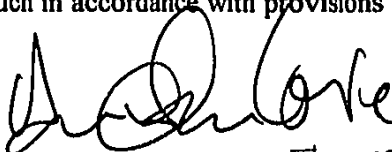
Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, The Players Exchange, Inc., desiring to organize under the laws of the State of Florida, hereby designated Andrew N. Cole, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 3801 Hollywood Blvd. Ste. 100 Hollywood, FL 33021, the business office of its Registered Agent, as its Registered Office.

THE PLAYERS EXCHANGE, INC.

By   
RICHARD F. JOHNSON Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledgment that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

  
Andrew N. Cole  
Registered Agent

FILED  
97 SEP 17 AM 11:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE