

P97000093870



ACCOUNT NO. : 072100000032

REFERENCE : 583241 4801730

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : October 29, 1997

ORDER TIME : 9:27 AM

ORDER NO. : 583241-005

800002334636--2

CUSTOMER NO: 4801730

CUSTOMER: Carol A. Goodman, Legal Asst
ROBINSON, SILVERMAN, PEARCE,
ARONSOHN & BERMAN
1290 Avenue Of The Americas
32nd Floor
New York, NY 10104

DOMESTIC FILING

NAME: ACTIVISION LATIN AMERICA, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: STACY L EARNEST

EXAMINER'S INITIALS:

FILED
97 OCT 31 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 31 AM 9:51
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

W97-24789 SN OCT 31 1997

00611



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 31, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: ACTIVISION LATIN AMERICA, INC.
Ref. Number: W97000024789

RESUBMIT

*Please give original
submission date as file date.*

We have received your document for ACTIVISION LATIN AMERICA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 097A00052880

RECEIVED
97 OCT 31 PM 3:22
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
ACTIVISION LATIN AMERICA, INC.

FILED
37 OCT 31 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter, the "Corporation") is Activision Latin America, Inc.

SECOND: The street address of the principal office of the Corporation is 15295 NW 60th Avenue, Miami Lakes, Florida 33014.

THIRD: The number of shares that the Corporation is authorized to issue is 100, all of which are of a par value of \$1.00 each, are of the same class and are to be common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Carol A. Goodman	c/o Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, New York 10104

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation, which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, are as follows:

To have all of the power conferred upon corporations organized under the Florida Business Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on October 29, 1997

Carol A. Goodman
Carol A. Goodman, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By:

Name:

Title: Karen B. Rozar, As Its Agent

Date: 10-31-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 31 AM 8:49

FILED