THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 07210000032

REFERENCE :

601556 4391902

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: November 14, 1997

ORDER TIME: 12:48 PM

ORDER NO. : 601556-005

CUSTOMER NO: 4391902

CUSTOMER: Adam Schiffman, Esq

ADAM R. SCHIFFMAN, P.A.

Concorde Center Ii, Suite 900

2999 Northeast 191 Street

Aventura, FL 33180

DOMESTIC FILING

NAME:

ESPINALS AMUSEMENTS AND

GAMES, INC.

EFFECTIVE DATE:

XX ___ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY

PLAIN STAMPED COPY

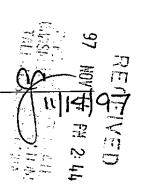
CERTIFICATE OF GOOD STANDING

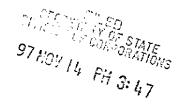
CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

200002347962--7







ARTICLES OF INCORPORATION

OF

ESPINALS AMUSEMENTS AND GAMES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ESPINALS AMUSEMENTS AND GAMES, INC.

The address of the principal office of this corporation shall be 17200 Collins Avenue, Miami Beach, Florida 33160, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 18,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jeff Steiner Pres.

17200 Collins Avenue Miami Beach, Florida 33160

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of fig. 17
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on November 14, 1997.

CORPORATION SERVICE COMPANY

sv: Lawa

Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Laura R. Dunlap

HBD/das