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JAN 14 1998 WED 10:06 AM KIRSCHNER MAIN ET AL FAX NO. 9043582199

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((H98000000810 5))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P. ACCT#: 070372002675
CONTACT: ~~BETTY WILSON~~ Susan Coleman
PHONE: (904)354-4141 FAX #: (904)358-2199

NAME: GAMEVERSE, INC.
AUDIT NUMBER.....H98000000810
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P. ACCT#: 070372002675
CONTACT: BETTY WILSON
PHONE: (904)354-4141 FAX #: (904)358-2199

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B. McKnight JAN 15 1998

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

FAX AUDIT NUMBER:H98000000810 5

EFFECTIVE DATE
1-13-98

ARTICLES OF INCORPORATION
OF
GAMEVERSE, INC.

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I - NAME

The name of the Corporation is GameVerse, Inc. and the principal business address of the Corporation is 7800 Belfort Parkway, Jacksonville, Florida 32256.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 607.0203, Florida Statutes, the existence of the Corporation shall commence upon the date of execution of the Articles of Incorporation, and shall be filed with the Department of State within five business days from said date. The Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - AUTHORIZED SHARES

FAX AUDIT NUMBER: H98000000810 5
Richard G. Boswinkle, Esq.
Fla. Bar No.: 974950
One Independent Drive, Suite 2000
Jacksonville, Florida 32202
(904) 354-4141

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FAX AUDIT NUMBER:H98000000810 5

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Common Stock with a par value of \$.01 per share.

B. Initial Issue. One Thousand (1,000) shares of the Common Stock of the Corporation shall be issued for cash at a par value of \$.01 per share.

C. Stated Capital. The sum of the par value of all shares of Common Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

D. Dividends. The holder of the outstanding Common Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial registered office is One Independent Drive, Suite 2000, Jacksonville, Florida, 32202, and the name of its initial registered agent at such address is Kirschner, Main, Graham, Tanner & Demont, Professional Association.

ARTICLE VI - INCORPORATOR

The name and address of the initial Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Richard G. Boswinkle	Kirschner, Main, Graham, Tanner & Demont One Independent Drive, Suite 2000 Jacksonville, Florida 32202

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ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. Directors need not be residents of the State of Florida.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any present or former Officer or Director, or person exercising powers and duties of a Director, to the full extent now or hereinafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to and executed these Articles of Incorporation this 13th day of January, 1998.



Richard G. Boswinkle
Incorporator


FAX AUDIT NUMBER: H98000000810 5
Richard G. Boswinkle, Esq.
Fla. Bar No.: 974950
One Independent Drive, Suite 2000
Jacksonville, Florida 32202
(904) 354-4141

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes and pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the following statement is submitted:

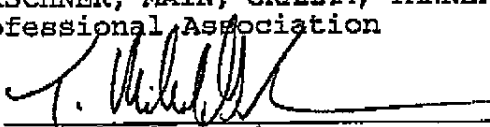
That GameVerse, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Kirschner, Main, Graham, Tanner & Demont, Professional Association as its agent to accept service of process within Florida.


Richard G. Boswinkle
Incorporator

Date: January 13, 1998

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association hereby accepts the appointment as registered agent and agrees to act in this capacity. Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as Registered Agent.

KIRSCHNER, MAIN, GRAHAM, TANNER & DEMONT,
Professional Association

By: 
T. Malcolm Graham
Vice President

Date: January 13, 1998

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