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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOHNNY C RODRIGUEZ *Greg*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: SUPER PRIZE MACHINE, INC.

AUDIT NUMBER.....H98000001013

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

CERT. OF STATUS..1

PAGES.....(4)

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TALLAHASSEE FLORIDA

B. McKnight JAN 16 1998

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Super Prize Machine, Inc.

Article II. Address

The mailing address of the Corporation is:
Super Prize Machine, Inc.
5595 Whirlaway
Palm Beach Gardens FL 33418 Palm Beach

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Steve Butler
5595 Whirlaway
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Steve Butler
Scott Leonaggeo

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.

Jeff Rubinger | FL Bar Member 124788
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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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:

Jeff Rubinger
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 15, 1998.

The undersigned incorporator executed these Articles of Incorporation on January 15, 1998.



JEFF RUBINGER

by G.K. Kuroda as attorney-in-fact

Jeff Rubinger | FL Bar Member 124788
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:


Super Prize Machine, Inc.

REGISTERED AGENT/OFFICE:

**Steve Butler
5595 Whirlaway
Palm Beach Gardens FL 33418**

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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.



STEVE BUTLER
by G.K. Kuroda as attorney-in-fact

Date: January 15, 1998

**Jeff Rubinger | FL Bar Member 124788
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
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