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"YOUR NON-LAWYER ALTERNATIVE"

April 1, 1998

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

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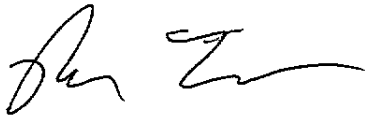
RE: Wink Fun & Games, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Wink Fun & Games, Inc. Please forward the certified copy of the Articles of Incorporation to the undersigned at the above address. A check in the amount of \$122.50 is enclosed for filing fees, registered agent designation, and certified copy.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Ron Eubanks
Enclosures

FILED
98 APR -3 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/6/98-T.A.

ARTICLES OF INCORPORATION

OF

WINK FUN & GAMES, INC.

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98 APR -3 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FL 32304

1. The name of the corporation shall be: Wink Fun & Games, Inc.

2. The principal place of business and mailing address of this corporation is: 109 Virginia Dr., Fort Walton Beach, FL 32548.

3. The corporation shall have the authority to issue 10,000 shares of stock.

4. The registered agent of the corporation is Lyndon E. Clifton and the registered street address is 109 Virginia Dr., Fort Walton Beach, FL 32548.

5. The initial Board of Directors shall have 2 members whose names and addresses are as follows:

Lyndon E. Clifton, 109 Virginia Dr., Fort Walton Beach, FL 32548

Alissa L. Clifton, 109 Virginia Dr., Fort Walton Beach, FL 32548

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.


6. The incorporator of this corporation is Lyndon E. Clifton whose street address is 109 Virginia Dr., Fort Walton Beach, FL 32548.

Dated: 1 Apr, 1998


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.

Dated: 1 Apr, 1998



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA