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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

EFFECTIVE DATE
7-8-98

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: BEACH AMUSEMENTS, INC.

AUDIT NUMBER.....H98000012713

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

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EFFECTIVE DATE
7-8-98

ARTICLES OF INCORPORATION
OF

BEACH AMUSEMENTS, INC.

WE, LESTER STEINER, HARVEY FRANKEL, AND JEFFREY STEINER,
being of legal age, do hereby sign these presents for the
purpose of becoming a corporation under the laws of the State
of Florida authorizing the formation of Corporations.

These Articles of Incorporation are to be effective on
the 8 day of JULY, 1998. (If no date is
inserted, these articles are to be effective as of the date
of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be:

BEACH AMUSEMENTS, INC.

ARTICLE II

The general nature of the business and the objects and
purposes to be transacted and carried on are to do any and
all things herein mentioned, as fully and to the same extent
as natural persons might or could do, viz:

AMUSEMENT GAMES

and do any and all things and matters necessary and
appertaining thereto and further enabling this Corporation to
engage in any activity or business permitted under the laws
of the United States and of Chapter 607 of the Florida
Statutes and any successor or supplemental statute or

Prepared by Carol Serchay, Accountant
5310 N. W. 33 Avenue
Suite 110
Fort Lauderdale, Florida 33309
954-484-3900

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authority; to purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law. capital stock owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes thereafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereinafter be conferred upon the corporation generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

ONE THOUSAND (1,000) SHARES,

ONE (1.00) DOLLAR PAR VALUE,

COMMON STOCK

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The initial address of said corporation shall be:

1000 N. BOARDWALK
HOLLYWOOD, FLORIDA 33019

with the privilege of having its office and branch offices at

other places within or without the State of Florida.

ARTICLE VI

The number of Directors of this Corporation shall be not less than one (1) nor more than three (3), and the initial Board of Directors of this Corporation shall be comprised of ONE (1) member.

ARTICLE VII

The names and street addresses of the persons who are appointed to act as directors until the first annual meeting of the Stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
HARVEY FRANKEL	6093 NW 62nd TERRACE PARKLAND, FL 33067

ARTICLE VIII

The name and addresses of the persons signing these Articles of Incorporation as a Subscriber and the number of shares each has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
LESTER STEINER	2030 S OCEAN DRIVE HALLENDALE, FL 33009	100
JEFFREY STEINER	2575 NE 206 LANE AVENTURA, FL 33180	100
HARVEY FRANKEL	6093 NW 62 TERRACE PARKLAND, FL 33067	100

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the

stock entitled to vote thereon.

ARTICLE X

The address of the registered office of this Corporation shall be:

5310 N. W. 33rd AVE., #110
FORT LAUDERDALE, FL 33309

ARTICLE XI

The Corporation has designated as its Registered Agent, ALLAN SERCHAY, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF, WE, the undersigned, being the original subscribers to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the corporation laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set forth our hand and seal at Fort Lauderdale, Broward County, Florida, this 8 day of JULY, 1998.


LESTER STEINER (SEAL)

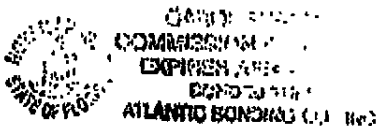

HARVEY FRANKEL (SEAL)


JEFFREY STEINER (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared LESTER STEINER, HARVEY FRANKEL, AND JEFFREY STEINER well known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Broward County, Florida, this 8 day of JULY _____, 1998.



Carl Serchay
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

ACKNOWLEDGMENT

Having been named as Registered Agent for the Above-stated Corporation at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of all applicable statutes relative to keeping open such office.

Allan Serchay
REGISTERED AGENT
ALLAN SERCHAY

c: \pw\corpfile\BAI

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