

Division of Corporations

P98000076010

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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GAMESPRING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
GAMESPRING, INC.

Article I - Name

The name of this Corporation is:
GAMESPRING, INC.

Article II - Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be:
8025 Southwest 107 Ave., #103, Miami, FL 33173

Article III - Duration

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

Article IV - Purpose

This Corporation is organized for the purpose of engaging in the provision of services; in the import, export, purchase and sale of wholesale and retail goods and in any business permitted by law.

Article V - Powers

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporations Act, Florida Statutes, Chapter 607, et. seq.

Article VI - Capital Stock

This Corporation is authorized to issue three thousand shares of no par value common stock. Said stock shall be issued pursuant to a plan under §1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said Stock shall be payable in cash, services or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

This Document prepared for electronic filing by:
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Miami, Florida 33156
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Article VII - Rights of Shareholders

Except as otherwise provided by law, the entire voting power for the selection of Directors, the adoption of By-Laws, and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares. At their option the affairs of the Corporation may be managed by the Shareholders.

Article VIII - Preemptive Rights

Every shareholder, upon the sale of any new stock of this Corporation of the same class or series as that which he already holds, shall have the right to his Pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price and under terms which said new shares are offered to others, said rights to be limited only as set forth in F.S. 607.0630.

Article IX - Initial Registered Office and Agent

The Street Address of the Initial Registered Office of this Corporation is:

8025 Southwest 107 Ave., #103, Miami, FL 33173

The initial Registered Agent of the Corporation at that address is:

VINCENT FALCO

Article X - Incorporators

The name and address of the persons signing these Articles of Incorporation are:

VINCENT FALCO, 8025 Southwest 107 Ave., #103, Miami, FL 33173.

MIGUEL PORTILLA, 1815 RED ROAD, Coral Gables, FL 33155

ALEJANDRO PORTILLA, 1815 RED ROAD, CORAL GABLES, FL 33155

Article XI - Amendment

This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

IN WITNESS WHEREOF the Undersigned Incorporators have executed these Articles of Incorporation this 31 day of August, 1998, at Miami - Dade County, State of Florida.

Vincent Falco

INCORPORATOR, VINCENT FALCO

Miguel Portilla

INCORPORATOR, MIGUEL PORTILLA

Alejandro Portilla

INCORPORATOR, ALEJANDRO PORTILLA

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared: VINCENT FALCO, MIGUEL PORTILLA, and ALEJANDRO PORTILLA, who are personally known to me or who produced the following identification: 3 Fl. Drivers Licenses

and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and seal this 31 day of August, 1997.

[Signature]
NOTARY PUBLIC, State of Florida

comm #

print name of notary:



ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

The Undersigned hereby accepts Designation as the Initial Registered Agent of
GAMESPRING, INC.

I understand that I shall remain as Registered Agent until I have either resigned or a successor has been appointed by the Corporation and that no such resignation or succession is effective until both the Corporation and the Secretary of State of Florida have been notified in the manner required by law. I understand that as Registered Agent I am required to be available at the Registered Office of the Corporation during normal business hours for receipt of Process and for such other purposes as required by Florida Statutes.

Signed this 31 day of August, 1998.

[Signature]
REGISTERED AGENT, VINCENT FALCO

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