

P98000101967

Mark D. Fawcett
3610 Late Morning Circle
Kissimmee, FL, 34744

December 1, 1998

Secretary of State
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

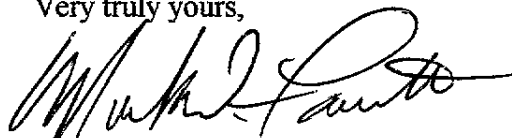
Dear Secretary of State:

Enclosed are an original signed copy of the proposed Articles of Incorporation of *PLATINUM PLAYERS, INC.*. Enclosed is a check in the amount of \$78.75 in payment of the following fees:

| | |
|----------------------------------|----------|
| Filing Articles of Incorporation | \$ 35.00 |
| Registered Agent Designation | 35.00 |
| Certified Copy | 8.75 |
| <hr/> | |
| Total | \$ 78.75 |

Please file the original Articles and return a Certificate of Incorporation of the Articles to me at the above address. If there are any problems with the company name, or any other problems, please call me at 407-595-1588.

Very truly yours,


MARK D. FAWCETT
Incorporator

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PLATINUM PLAYERS, INC.**

I, the undersigned subscriber to these Articles of Incorporation, being a natural person and competent to contract for the purposes of forming a corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows.

ARTICLE I: NAME

The name of this corporation is **PLATINUM PLAYERS, INC.**, (hereinafter, "Corporation").

ARTICLE II: DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The address of its registered agent is *3610 Late Morning Circle, Kissimmee, FL 34744*, and the name of its registered agent at such address is *Mark D. Fawcett*, and the address of the registered office of the Corporation is *3610 Late Morning Circle, Kissimmee, FL 34744*.

ARTICLE IV: PURPOSE

This corporation is organized for the following purposes: any and all lawful business within the State of Florida including, but not limited to, the hosting of online tournaments within the State of Florida or elsewhere.

The foregoing enumeration shall be construed in accordance with the applicable provisions of law and, to the extent therein permitted, shall be construed as powers as well as purposes and shall not be considered to exclude, limit or restrict in any manner any power, right or privilege to the corporation by law, or to limit or restrict the general powers of the corporation as found in the Florida Statutes or any other applicable statute, regulation, decision or ruling now or thereafter in effect.

Nothing contained herein shall be construed as giving the corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of any purpose, power or object prohibited by the laws of the State of Florida, or of any other state, or of any territory, dependency or foreign country in which the corporation may carry on business, shall not invalidate any other purpose, power or object not so prohibited by reason of its contiguity or apparent association therewith.

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ARTICLE V: STOCK

This Corporation is authorized to issue One Million (1,000,000) shares of common stock at the par value of Five Cents (\$0.05) each. The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue code of 1954.

ARTICLE VI: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase their prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may either be increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is Mark D. Fawcett, 3610 Late Morning Circle, Kissimmee, FL 34744.

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these articles is Mark D. Fawcett, 3610 Late Morning Circle, Kissimmee, FL 34744.

ARTICLE IX: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the stockholders.

ARTICLE X: APPROVAL OF SHAREHOLDERS REQUIRED FOR MEETING

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not approval is required by law.

ARTICLE XI: MANAGEMENT AS A CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

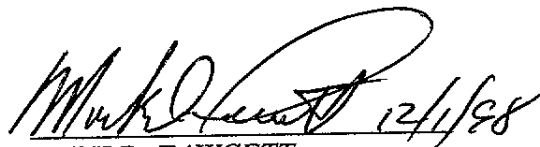
ARTICLE XII: DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII: AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of December, 1998.


MARK D. FAWCETT,
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Mark D. Fawcett, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Mark D. Fawcett

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