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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002832901--8

-04/08/99--01033--009

*****87.50 *****87.50

SUBJECT: SunPlay Merchandising, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for:

\$87.50 - Filing Fee, Certified Copy & Certificate of Status

FROM: Crystal Kimball
3056A Pine Tree Ave.
Largo, FL 33771
(727) 524-6062

FILED
99 APR -8 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 13 1999

ARTICLES OF INCORPORATION
OF
SUNPLAY MERCHANDISING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **SunPlay Merchandising, Inc.**

ARTICLE II

The street address and mailing address of the initial principal place of business and of this corporation shall be:

3056A Pine Tree Ave.
Largo, FL 33771

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

This corporation is organized for the purpose of any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

The corporation is authorized to issue a total of 5,000 shares. Such shares shall be of a single class and have no par value.

ARTICLE VI

All issued stock shall be held of record by not more than thirty-five (35) persons or entities and shall be issued and transferable only to persons or entities who are not non-resident alien.

ARTICLE VII

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

ARTICLE VIII

The Florida street address of the initial registered agent of the corporation is 3056A Pine Tree Ave., Largo, FL 33771 and the name of the initial registered agent of the corporation at that address is Crystal D. Kimball.

ARTICLE IX

The initial board of directors shall be comprised of the following:

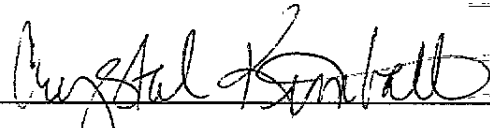
Crystal D. Kimball	Director
Gregory L. Kimball	Director

ARTICLE X

The name and address of the incorporator to these Articles of Incorporation is:

Crystal D. Kimball
3056A Pine Tree Ave.
Largo, FL 33771

The undersigned has executed these Articles of Incorporation this 5th day of April, 1999.



Crystal D. Kimball, Incorporator

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TALLAHASSEE, FLORIDA