

PP9000042028

Harvey D. Sykes
1230 Wilshire Circle East
Pembroke Pines, Florida 3327
Tel.: (954) 431-2595

April 30, 1999

Division of Corporations
409 E Gaines Street
Tallahassee, Florida 32399

600002864116--9
-05/05/99--01092--001
*****87.50 *****87.50

Attn.: New Filings Section

Subj.: Boardgames International, Inc.
Corporate Filing

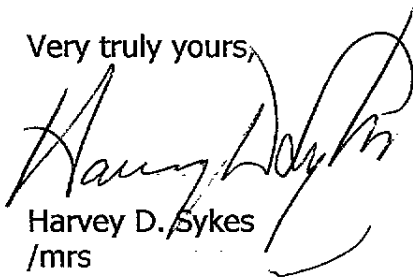
Gentlemen:

In compliance with Florida statutes I am enclosing herewith two sets of "Articles of Incorporation" regarding the subject Corporation, each duly notarized.

I am enclosing check #3673 in the amount of \$87.50 and request that you issue a Certificate of Status, as well as a certified copy of these Articles.

Your earliest attention to this request will be deeply appreciated.

Very truly yours,



Harvey D. Sykes
/mrs
ccs
Enclosures

FILED
99 MAY -5 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 5/10

ARTICLES OF INCORPORATION
OF
BOARDGAMES INTERNATIONAL, INC.

FILED
99 MAY -5 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is:

BOARDGAMES INTERNATIONAL, INC.

ARTICLE II

This Corporation shall exist in perpetuity commencing with the filing of these documents.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V

SECTION I

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed proratably among the holders of record of the Common Shares.

SECTION II: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation, of the same kind, class or series as that which he (or she) already holds, shall have the right to purchase his (or her) 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.

The street address of the principal place of business of this Corporation is:

2401 N. W. 69th Street
Miami, Florida 33147

and the name and address of the initial registered office and agent of this Corporation is:

HARVEY D. SYKES
1230 Wilshire Circle East
Pembroke Pines, Florida 33027

ARTICLE VIII.

This Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

DIRECTORS	SHANE COOPER AND HARVEY D. SYKES
	2401 N. W. 69th Street
	Miami, Florida 33147

ARTICLE IX.

The names and addresses of the initial Officers of this Corporation shall be as follows:

PRESIDENT	SHANE COOPER
	2401 N. W. 69th Street
	Miami, Florida 33147

VICE PRESIDENT, SECRETARY	HARVEY D. SYKES
TREASURER	2401 N. W. 69th Street
	Miami, Florida 33147

ARTICLE X.

The name and address of the Incorporator who is signing these Articles of Incorporation is:

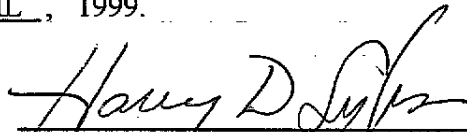
HARVEY D. SYKES
2401 N.W. 69th Street
Miami, Florida 33147

ARTICLE XI

AMENDMENT:

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholder (s) is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of APRIL, 1999.



HARVEY D. SYKES, Subscriber

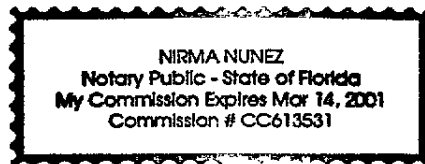
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Harvey D. Sykes, who is personally known to me, and who, being first duly sworn, deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of April, 1999, in the County and State aforesaid.



Notary Public, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.0501 (3), Florida Statutes,
the following is submitted:

First that Boardgames International, Inc., desiring to organize or qualify
under the Laws of the State of Florida, with its principal place of business at 2401 N.W.
69th Street, Miami, Florida 33147, has named HARVEY D. SYKES, whose address is 1230
Wilshire Circle East, Pembroke Pines, Florida 33027, as its agent to accept service of process
within Florida.

DATED: APRIL 30, 1999

BY: Harvey D. Sykes
HARVEY D. SYKES, SUBSCRIBER

Having been named to accept service of process for BOARDGAMES
INTERNATIONAL, INC., at the place designated in this Certificate, I hereby agree to act in
this capacity, and I am familiar with and further agree to comply with the provisions of all
Statutes relative to the proper and complete performance of my duties.

DATED: APRIL 30, 1999

BY: Harvey D. Sykes
HARVEY D. SYKES,

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Harvey D. Sykes,
who is personally known to me, and who, being first duly sworn, deposed and states on oath
that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day
of April, 1999, in the County and State aforesaid.

Nirma Nunez
NOTARY PUBLIC, State of Florida

NIRMA NUNEZ
Notary Public - State of Florida
My Commission Expires Mar 14, 2001
Commission # CC613531