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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GAMEFISH ARTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 12, 1999

EMPIRE

SUBJECT: GAMEFISH ARTS, INC.
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ARTICLES OF INCORPORATION
OF
GAMEFISH ARTS, INC.,

I, the undersigned incorporator, hereby associate ourselves together and make, subscribe, acknowledge and file, with the Secretary of State of the State of Florida, these Articles of Incorporation and form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation shall be:

GAMEFISH ARTS, INC.,

ARTICLE II

Address

The initial post office address and principal office for the conduct of business of the Corporation is: 7920 S.W. 77th Avenue, Miami, Florida 33143

ARTICLE III

Registered agent

The name and address of the Registered Agent is: PATRICA A. PARKE, 11921 N.W. 20th Street, Pembroke Pines, Florida 33026.

Prepared by:
Patricia A. Parke, C.P.A.
10498 S.W. 49th PL
Cooper City, FL 33328
(954) 434-4179

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ARTICLE IV

Purposes and Powers

The general nature of the business to be transacted by the Corporation is to such extent as a Corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do.

ARTICLE V

Capital Stock Authorized

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE VI

Duration

The term for which this Corporation shall be perpetual and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one (1) or more members which number may be altered from time to time by the by-laws of this Corporation within limitations prescribed by law.

The officers of this Corporation shall be a President and any other officers as the Board of Directors may deem expedient.

ARTICLE VII

Subscribers and Initial Board of Directors

The names, addresses, number of shares subscribed to and consideration therefore, of the original subscribers to these Articles of Incorporation, and the names of the first Board of Directors of this Corporation, who, subject to the by-laws and laws of the state of Florida, shall hold office until the first annual meeting of the Corporation, or until successors are elected and have been qualified, are as follows:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED TO</u>	<u>CONSIDERATION FOR SHARES</u>
CAREY CHEN 7020 S.W. 77th Avenue Miami, Florida 33143	100.	\$100.00

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ARTICLE VIII

Pre-emptive Rights

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their intention to subscribe within (15) days after such notice.

ARTICLE IX

Amendments

The Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS my hand and seal this 10 day of May, 1999.

CAREY CHEN

STATE OF FLORIDA }

SS:

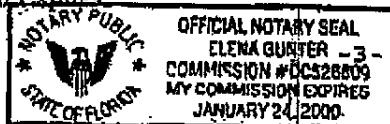
COUNTY OF BROWARD }

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida and County of Broward, to take acknowledgments personally appeared **CAREY CHEN**, who is personally known to me or who has produced his Florida Driver's License as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State named above this 10th day of May, 1999.

Elena Guter
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

First, that **GAMEFISH ARTS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated at Article II of the within Articles of Incorporation, located at

7920 S.W. 77th Avenue, Miami, Florida 33143

has named **PATRICIA A. PARKE**

as its agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Patricia A. Parke
Registered Agent

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TALLAHASSEE, FLORIDA

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