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Orange Park, FL 32065

May 19, 1999

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

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

RE: PARAGON GAMES, INC., a Florida corporation

Dear Sir:

I enclose for filing with your office the Articles of Incorporation for the above new Florida corporation, the name for which should prove acceptable. Also enclosed is a copy of the Articles for your use in returning to this office a certified copy of same.

A check for ~~\$122.50~~ ^{78.75} is submitted with the articles to cover the cost of this filing.

Your cooperation and assistance are most appreciated. Please do not hesitate to contact this office if you have any questions regarding this enclosure.

Yours truly,

Terrance A. Jones

TAJ/abm
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PARAGON GAMES, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is PARAGON GAMES, INC.

ARTICLE II - TERMS OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of retail sales of games and books, and other lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock for the par value of \$1.00 per share. The sum of \$7,500.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes, and the corporation is not authorized to issue shares in series.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is located in Clay County, Florida, and the address is 2580 Atlantic Boulevard, Jacksonville, FL

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TALLAHASSEE, FLORIDA

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32207. The name of the initial registered agent is Terrance A. Jones, whose address is 769 Blanding Boulevard, Orange Park, FL 32065.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) member who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the person who shall serve as Director until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lloyd H. Brown, III	1271 MacArthur Street Jacksonville, FL 32205
James Green	78 East 59th Street Jacksonville, FL

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lloyd H. Brown, III	1271 MacArthur Street Jacksonville, FL 32205

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less then a three-fourths (3/4) vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

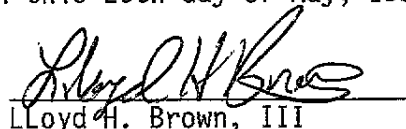
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock of this corporation as may be issued for

money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI - CUMULATIVE VOTING

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate her vote at said election.

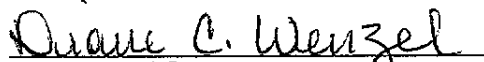
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Florida, on this 20th day of May, 1999.


LLOYD H. BROWN, III

STATE OF FLORIDA
COUNTY OF CLAY

Before me, the undersigned authority, personally appeared LLOYD H. BROWN, III, who is personally known to me, or who produced as identification, #3650528684640, known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, County and state aforesaid, this 20th day of May, 1999.


Notary Public
My Commission Expires:

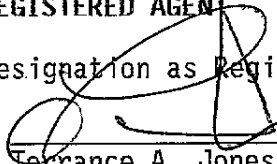


Diane C. Wenzel
MY COMMISSION # CC809788 EXPIRES
March 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Florida
Quinn
Lewise

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent for
PARAGON GAMES, INC.


Terrance A. Jones

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AND
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TALLAHASSEE, FLORIDA