



THE UNITED STATES
CORPORATION
COMPANY

P99000053292

FILED

99 JUN -11 PM 2:34

ACCOUNT NO. : 072100000032

REFERENCE : 270069 4801730

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 70.00

ORDER DATE : June 10, 1999

ORDER TIME : 10:46 AM

ORDER NO. : 270069-005

800002902168--2

CUSTOMER NO: 4801730

CUSTOMER: Ms. Pamela Alfano
ROBINSON, SILVERMAN, PEARCE,
ROBINSON, SILVERMAN, PEARCE,
32nd Floor
1290 Avenue Of The Americas
New York, NY 10104

DOMESTIC FILING

NAME: ELSINORE ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ELSINORE ACQUISITION CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter, the "Corporation") is Elsinore Acquisition Corp.

SECOND: The mailing address of the Corporation is c/o Activision, Inc., 3100 Ocean Park Boulevard, Santa Monica, California 90405.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, are as follows:

To have all of the power conferred upon corporations organized under the Florida Business Corporation Act.

FIFTH: The number of shares that the Corporation is authorized to issue is one thousand (1,000), all of which are of a par value of \$0.01 each, are of the same class and are to be common shares.

SIXTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SEVENTH: Two directors shall constitute the initial Board of Directors of the Corporation. The number of directors may be increased or decreased, from time to time, pursuant to the Bylaws. The names and addresses of the initial directors are: _____

<u>Name</u>	<u>Address</u>
Brian G. Kelly	Activision, Inc. 3100 Ocean Park Boulevard Santa Monica, California 90405

Robert A. Kotick	Activision, Inc. 3100 Ocean Park Boulevard Santa Monica, California 90405
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EIGHTH: The name and address of the sole incorporator is: _____

<u>Name</u>	<u>Address</u>
Pamela J. Alfano	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, New York 10104

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on June 10, 1999

Pamela J. Alfano
Pamela J. Alfano, Incorporator

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Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Name: Laura R. Dunlap
Title: It's Agent

Date: June 11, 1999