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FILED
99 JUL 26 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 22, 1999

Corporate Records Bureau
Divisions of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

300002940963--5
-07/26/99-01058-011
*****78.75 *****78.75

RE: Turbo Video Games, Inc.

Gentlemen:

Enclosed herewith please find two (2) originals of Articles of Incorporation for the above corporation. Also enclosed is our check, in the amount of \$ 78.75, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL FEES	\$ 78.75

Please return a certified copy of the articles of incorporation to my attention.

Sincerely,

Tracy Basler

Tracy Basler
6226 Ponce De Leon Blvd
North Port, Florida 34286

Enclosures
TT:mg

F. CHESER

JUL 30 1999

ARTICLES OF INCORPORATION

OF

TURBO VIDEO GAMES INC.

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Turbo Video Games Inc. The principal place of business of this corporation shall be: 6226 Ponce De Leon Blvd. North Port, Florida 34286.

ARTICLE II - PURPOSE(S)

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock, each having a par value of One Dollar (\$1.00).

ARTICLE IV - EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

NAME

ADDRESS

Tracy Basler

6226 Ponce De Leon Blvd
North Port, Florida 34286

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6226 Ponce De Leon Blvd North Port, Florida 34286 and the name of the initial registered agent of this corporation at that address is Tracy Basler.

ARTICLE VII - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation is(are): Tracy Basler, 6226 Ponce De Leon Blvd North Port, Florida 34286.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any by-laws adopted by the shareholders if the shareholders specifically provide that the by-law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 23rd day of July 1999.

Signature(s) of Incorporator(s)

Tracy Basler

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged and sworn to
before me this 23rd day of July 1999,

by Tracy Basler
(Name of Incorporator)

of Turbo Video Games, Inc.
(Name of Corporation)

William R. Garriott
Notary Public

(SEAL)



William R. Garriott
My Commission **C0527869**
Expires March 09, 2001

My commission Expires

CONSENT OF RESIDENT AGENT

The undersigned, having been designated in the foregoing
Articles of Incorporation as Registered Agent, hereby
agrees to accept said designation.

Tracy Basler
(Name of Incorporator)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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