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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

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FLORIDA PROFF CORPORATION OR P.A.**bally international marketing, inc.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION OF BALLY INTERNATIONAL
MARKETING, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name:

The name of the corporation shall be:

Bally International Marketing, Inc.

ARTICLE II - Principal Office:

The principal place of business and mailing address of this corporation shall be:

19 West Flagler Street, Suite 600
Miami, FL 33130

ARTICLE III - Shares:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares with a per value of \$1.00 per share

ARTICLE IV - Initial Registered Agent/Incorporator and Street Address:

The name and Florida street address of the initial registered agent/incorporator are:

Oscar J. Padron
19 West Flagler Street, Suite 600
Miami, FL 33130


Signature/Incorporator

ARTICLE V - Officers and Directors

The initial officer and directors are as follows:

President and Treasurer:	Ben M. Neji
Vice-President and Secretary:	Ben M. Neji
Directors:	Ben M. Neji

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Signature/Registered Agent

9/22/89
Date

Oscar J. Padron, CPA
19 West Flagler Street, Suite 600
Miami, FL 33130
Tel: (305) 377-0707

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