

**Electronic Articles of Incorporation
For**

P04000142969
FILED
October 15, 2004
Sec. Of State
bmcknight

ENERPLAY, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ENERPLAY, INC.

Article II

The principal place of business address:

550 WEST CYPRESS CREEK ROAD
SUITE 120
FT. LAUDERDALE, FL. 33309

The mailing address of the corporation is:

550 WEST CYPRESS CREEK ROAD
SUITE 120
FT. LAUDERDALE, FL. 33309

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

300,000,000

Article V

The name and Florida street address of the registered agent is:

CURTIS A WOLFE
550 WEST CYPRESS CREEK ROAD
SUITE 120
FT. LAUDERDALE, FL. 33309

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: /S/ CURTIS WOLFE

Article VI

The name and address of the incorporator is:

CURTIS WOLFE
ENER1 GROUP, INC.
550 WEST CYPRESS CREEK ROAD, SUITE 120
FT. LAUDERDALE, FL 33309

Incorporator Signature: /S/ CURTIS WOLFE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MIKE ZOI
550 WEST CYPRESS CREEK ROAD, SUITE 120
FT. LAUDERDALE, FL. 33309

Title: VP
PETER NOVAK
550 WEST CYPRESS CREEK ROAD, SUITE 120
FT. LAUDERDALE, FL. 33309

Title: S
CURTIS A WOLFE
550 WEST CYPRESS CREEK ROAD, SUITE 120
FT. LAUDERDALE, FL. 33309

Article VIII

The effective date for this corporation shall be:

10/15/2004