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CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 924069 4303194

AUTHORIZATION : Patricia Pyjut

COST LIMIT : $ 87.50

FILED
00 DEC -8 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 7, 2000

ORDER TIME : 11:52 AM

ORDER NO. : 924069-005

CUSTOMER NO: 4303194

000003492160--1

CUSTOMER: Ms. Nobuko M. Christy
Paul, Hastings, Janofsky &
555 South Flower Street

Los Angeles, CA 90071

RECEIVED
00 DEC -8 PM 12:21
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: IPLAY4FREE INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

MC 12/8

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. iplay4free Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 94-3380200
(FEI number, if applicable)

4. November 9, 2000
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1755 Collins Avenue, Apt. 405, Sunny Isles, Florida 33160
(Principal office address)

1755 Collins Avenue, Apt. 405, Sunny Isles, Florida 33160
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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
Bobbie Hall
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: _____

Address: _____

_____

Director: _____

Address: _____

_____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

_____

Vice President: _____

Address: _____

_____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Felipe Urdaneta, Secretary
(Typed or printed name and capacity of person signing application)

12. Names and Business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Name	Address
Enrique Urdaneta	1755 Collins Avenue, Apt. 405, Sunny Isles, Florida 33160
Felipe Urdaneta	1755 Collins Avenue, Apt. 405, Sunny Isles, Florida 33160
Carlos Urdaneta	1755 Collins Avenue, Apt. 405, Sunny Isles, Florida 33160
Juan Gomez De La Vega	1755 Collins Avenue, Apt. 405, Sunny Isles, Florida 33160

B. OFFICERS

President: Address:	Enrique Urdaneta 1755 Collins Avenue, Apt. 405, Sunny Isles, Florida 33160
Secretary: Address:	Felipe Urdaneta 1755 Collins Avenue, Apt. 405, Sunny Isles, Florida 33160
Chief Financial Officer Address:	Carlos Urdaneta 1755 Collins Avenue, Apt. 405, Sunny Isles, Florida 33160

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IPLAY4FREE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF NOVEMBER, A.D. 2000.

FILED
00 DEC -8 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

3305911 8300

AUTHENTICATION: 0788828

001569408

DATE: 11-13-00