

FILED  
04 NOV -9 PM 2:19  
RECEIVED  
04 NOV -9 AM 10:56  
SECOND DISTRICT STATE DIVISION OF INVESTIGATIONS  
TALLAHASSEE, FLORIDA  
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

**\*FILE FIRST**  
NOV - 9 PM 2:19  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: TRICIA TADLOCK

DATE: 11-09-04

REF. #: 0174.31618

CORP. NAME: PLAYAZ, LTD.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT          | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK         | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                         | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 375 FOR \$ 717.50.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP

PLAYAZ, LTD.,  
a Florida limited partnership

FILED  
04 NOV -9 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned managing general partner desiring to form a limited partnership ("Partnership") pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is:

PLAYAZ, LTD.

2. The mailing address of the Partnership is:

P.O. Box 49948  
Sarasota, Florida 34230-6948

3. The principal office address of the Partnership is:

240 South Pineapple Avenue  
10th Floor  
Sarasota, Florida 34236

4. The name and address of the registered agent of the Partnership is:

Jeffrey S. Russell  
240 South Pineapple Avenue  
10th Floor  
Sarasota, Florida 34236

5. The name and address of the managing general partner of the Partnership is:

Playaz Management, Inc., a Florida corporation  
240 South Pineapple Avenue  
10th Floor  
Sarasota, Florida 34236

PO40601 222 03

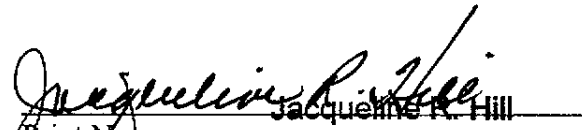
6. The Partnership shall have a perpetual existence, except as otherwise provided by law or in accordance with the Limited Partnership Agreement.
7. The effective date of this Partnership shall be the effective date of the filing of this Certificate of Limited Partnership with the Department of State.

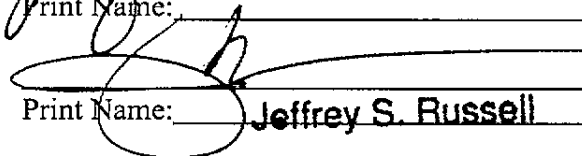
The execution of this Certificate of Limited Partnership by the undersigned managing general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

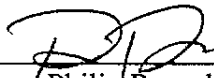
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Philip Russell, as President of Playaz Management, Inc., a Florida corporation, as managing general partner of PLAYAZ, LTD., a Florida limited partnership, this 4th day of November, 2004.

WITNESSES:

PLAYAZ MANAGEMENT, INC.,  
a Florida corporation

  
Print Name: Jacqueline R. Hill

  
Print Name: Jeffrey S. Russell

By:   
Philip Russell, as its President

“MANAGING GENERAL PARTNER”

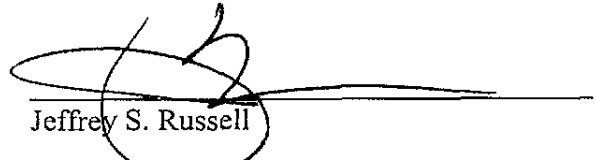
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

PLAYAZ, LTD.  
a Florida limited partnership

Having been named to accept service of process for PLAYAZ, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date:

November 4, 2004

A handwritten signature in black ink, appearing to read "Jeffrey S. Russell", is written over a horizontal line. The signature is stylized with a large, looping initial "J".

Jeffrey S. Russell

"REGISTERED AGENT"

STATE OF FLORIDA  
COUNTY OF SARASOTA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

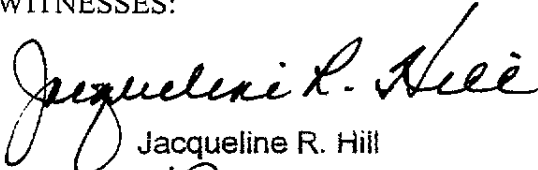
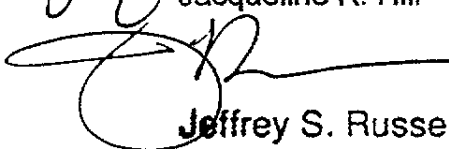
PLAYAZ, LTD.,  
a Florida limited partnership

BEFORE ME, the undersigned Notary Public, personally appeared Philip Russell, as President of Playaz Management, Inc., a Florida corporation, as managing general partner of PLAYAZ, LTD., a Florida limited partnership, ("Partnership,") who, upon being duly sworn, certified as follows:

1. The amount of the capital contributions of the limited partners of the Partnership is: \$90,000.00.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is: \$0.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

WITNESSES:

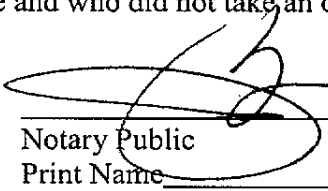
  
Jacqueline R. Hill  
  
Jeffrey S. Russell

PLAYAZ MANAGEMENT, INC.,  
a Florida corporation

By:   
Philip Russell, President

"MANAGING GENERAL PARTNER"

The foregoing instrument was acknowledged before me, this 4th day of November, 2004, by Philip Russell, as President of Playaz Management, Inc., a Florida corporation, as managing general partner of PLAYAZ, LTD., a Florida limited partnership, who is personally known to me and who did not take an oath.

  
Notary Public

Print Name \_\_\_\_\_

My Commission Expires \_\_\_\_\_

