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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 09-13-05

NAME: play n/ trade franchise

TYPE OF FILING: APPLICATION TO TRANSACT BUSINESS

COST: \$70

ck Attached

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ACCOUNT: ~~FCA0000000015~~

AUTHORIZATION: ~~ABBIE/PAUL HODGE~~

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**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.*

1. PLAY N TRADE FRANCHISE, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. NEVADA

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

3. 201094599

(FEI number, if applicable)

4. OCTOBER 13, 1999

(Date of incorporation)

5. PERPETUAL

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

6. NONE

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3499 SUNNY DUNES CT, LAS VEGAS, NV 89121

(Principal office address)

3499 SUNNY DUNES CT, LAS VEGAS, NV 89121

(Current mailing address)

8. SEE ATTACHED

(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 NOT acceptable)

Name: Registered Agents Legal Services, INC.

Office Address: 1333 North Duval Street

Tallahasee

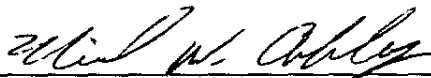
(City)

, Florida 32303

(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.



(Registered agent's signature)

MICHAEL W. ASHLEY

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: ANDREW HITCHCOCK

Address: 3499 SUNNY DUNES CT, LAS VEGAS, NV 89121

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: ROGER LLOYD

Address: 378 PAGE STREET, # 10, STOUGHTON, MA 02072

Vice President: ANDREW HITCHCOCK

Address: 3499 SUNNY DUNES CT, LAS VEGAS, NV 89121

Secretary: ANDREW HITCHCOCK

Address: 3499 SUNNY DUNES CT, LAS VEGAS, NV 89121

Treasurer: ANDREW HITCHCOCK

Address: 3499 SUNNY DUNES CT, LAS VEGAS, NV 89121

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. ROGER LLOYD, PRESIDENT

(Typed or printed name and capacity of person signing application)

PLAY N TRADE FRANCHISE, INC.
FLORIDA FOREIGN CORPORATION APPLICATION

#8 Business Purpose: The sale of franchises of retail stores that buy, sell and trade video games, DVDs, video game consoles, computers and all other hardware and software ancillary and related thereto and for any other activity within the purposes for which corporations may be organized under the laws of the state of Florida and the United States of America.

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TALLAHASSEE, FLORIDA

SECRETARY OF STATE



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TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PLAY N TRADE FRANCHISE INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 13, 2003, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on July 11, 2005.



Dean Heller

DEAN HELLER
Secretary of State

By

[Signature]
Certification Clerk