

FILING COVER SHEET
ACCT. # PCA-1

CORP. NAME: Play Life Systems

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-02/02/01--01051--013
*****43.75 *****43.75

() OTHER:

() UCC-1

() UCC-3

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

PLEASE RETURN:

() CERTIFICATE OF STATUS

COST LIMIT: \$

() PLAIN STAMPED COPY

Examiner's Initials

REC'D
01 FEB -2 AM 10:14
DIVISION OF INVESTIGATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PLAY SAFE SYSTEMS, INC.**

**Original Articles of Incorporation
filed with the Florida Secretary of State
on August 14, 2000**

**FILED
01 FEB -2 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of the corporation is PLAY SAFE SYSTEMS, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 150 Palmetto Park Road, Suite 350, Boca Raton, Florida 33432.

ARTICLE III

This Corporation shall have authority to issue Twenty Million (20,000,000) shares of Common Capital Stock having a par value of \$0.10 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 150 Palmetto Park Road, Suite 350, City of Boca Raton, County of Palm Beach, State of Florida 33432 and the name of its initial registered agent at such office is Robert M. Downey.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Paul C. McKain
150 Palmetto Park Road, Suite 350
Boca Raton, Florida 33432

Mark Fritze
150 Palmetto Park Road, Suite 350
Boca Raton, Florida 33432

Robert M. Downey
150 Palmetto Park Road, Suite 350
Boca Raton, Florida 33432

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, has signed these Amended and Restated Articles of Incorporation this 27th of January, 2001.



Paul C. McKain, President

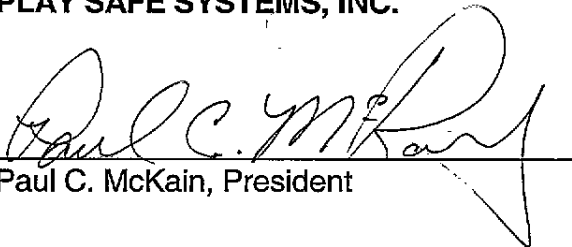
**CERTIFICATE
OF
THE PRESIDENT
OF
PLAY SAFE SYSTEMS, INC.**

Pursuant to the provisions of Section 607.1004(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of PLAY SAFE SYSTEMS, INC. (the "Corporation") attached hereto contain an amendment to the Corporation's Articles of Incorporation that requires shareholder approval.

(b) The Corporation has one class of capital stock outstanding and the amendment set forth in the Corporation's Amended and Restated Articles of Incorporation was adopted by the shareholders of the Corporation, the number of votes cast being sufficient for approval, by written consent on the 27th day of January, 2001, pursuant to Section 607.0704 of the Florida Business Corporation Act.

PLAY SAFE SYSTEMS, INC.



Paul C. McKain, President