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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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FLORIDA PROFIT CORPORATION OR P.A.

PLAYAAZ, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

R. McKnight JUL 20 2001

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ARTICLES OF INCORPORATION  
OF PLAYAAZ, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of this Corporation is Playaaaz, Inc.

ARTICLE II - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is P.O. Box 814093, Hollywood, Florida 33081-4093.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the corporation's registered office is 499 N.W. 70th Ave., Plantation, Florida 33317. The initial registered agent for the corporation at that address is David Feldheim, Esq.

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David Feldheim, Esq.  
499 N.W. 70th Ave., Suite 119  
Plantation, FL 33317  
Fl Bar 0494119  
(954) 581-9390

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#### ARTICLE V - INCORPORATOR

The name and street address of the incorporator(s) of these articles of incorporation is

Name: Sean Pittman

Address: P.O. Box 814093, Hollywood, Florida 33081-4093

#### ARTICLE VI - OFFICERS

The officers of the Corporation shall be: Larry T. Smith, President  
Sean Pittman, Vice-President

whose address shall be the same as the principal office of the Corporation.

#### ARTICLE VII - DIRECTORS

The Director(s) of the Corporation shall be: Larry T. Smith

whose addresses shall be the same as the principal office of the Corporation.

#### ARTICLE VIII - CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

All the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

The Board of Directors may confer any preemptive right that the Board of Directors may deem advisable in connection with the issuance of additional shares.

#### ARTICLE IX - TERM OF EXISTENCE

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State, State of Florida. This Corporation shall thereupon have perpetual existence.

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## ARTICLE X - BYLAWS

The Board of Directors of the Corporation shall have power, without the vote or assent of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action, alteration, amendment or repeal of the Bylaws.

## ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter proscribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

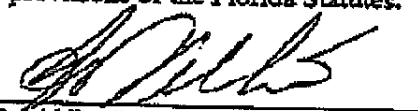
The undersigned has executed these articles of incorporation on July 20, 2001.

  
Sean Pittman  
INCORPORATOR

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

David Feldheim, Esq., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
David Feldheim, Esq.

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