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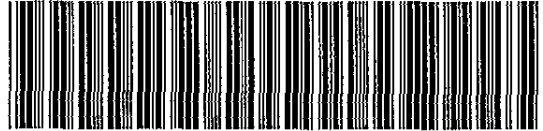
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DIVISION OF CORPORATION



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TALLAHASSEE FLORIDA

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**LAZARUS CORPORATE FILING SERVICE**

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**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TOKEN PLACE ENTERTAINMENT, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

# ARTICLES OF INCORPORATION OF TOKEN PLACE ENTERTAINMENT, INC.

THE UNDERSIGNED INCORPORATORS, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

## ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

TOKEN PLACE ENTERTAINMENT, INC.

## ARTICLE II

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED AND CARRIED ON, ARE TO DO ANY AND ALL OF THE THINGS LAWFUL UNDER THE LAWS OF THE STATE OF FLORIDA, AND ANY OTHER STATE, MUNICIPALITY AND/OR TERRITORIES OF THE UNITED STATES OF AMERICA, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT DO.

- A. TO BUY, SELL, MARKET, TO DISTRIBUTE ITEMS OF EVERY TYPE AND NATURE, INCLUDING BUT NOT LIMITED TO ANY MARKETABLE PRODUCT OR ITEM WHETHER PRODUCED BY THE CORPORATION OR BY OTHERS.
- B. TO LEND MONEY AND NEGOTIATE LOANS, AND GENERALLY TO CARRY ON, CONDUCT, PROMOTE, OPERATE AND UNDERTAKE ANY BUSINESS TRANSACTION OR OPERATION COMMONLY CARRIED ON, CONDUCTED, PROMOTED, OPERATED OR UNDERTAKEN BY INDIVIDUALS, BUSINESS ENTITIES, CAPITALIST FINANCIERS, MANUFACTURING AGENTS, BUILDER BROKERS, DEALER AND OTHERS; TO LEND AND ADVANCE MONEY OR GIVE CREDIT TO SUCH PERSONS OR FIRMS AND ON SUCH TERMS AS MAY SEEM EXPEDIENT, TO EXPORT AND IMPORT TO AND FROM FOREIGN COUNTRIES, ITS AGENCIES, BUSINESS ENTITIES AND INDIVIDUALS, ETC.; AND TO ENGAGE IN ANY AND ALL OTHER LAWFUL ACT IN ACCORDANCE WITH ALL APPLICABLE LAWS AND REGULATIONS.
- C. TO PURCHASE, TAKE AND LEASE, OR IN EXCHANGE, HIRE OR OTHERWISE ACQUIRE ANY REAL OR PERSONAL PROPERTY, RIGHTS OR PRIVILEGES SUITABLE OR CONVENIENT FOR ANY OF THE PURPOSES OF THIS BUSINESS, AND TO PURCHASE, ACQUIRE, ERECT AND CONSTRUCT, MAKE IMPROVEMENTS OF BUILDINGS OR MACHINERY, STORES OR WORKS, INsofar AS THE SAME MAY BE APPURTENANT TO OR USEFUL FOR THE CONDUCT OF THE BUSINESS AS ABOVE SPECIFIED.

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D. TO BORROW OR RAISE MONEY FOR ANY PURPOSE OF THE COMPANY AND TO SECURE THE SAME AND INTEREST THEREON OR FOR ANY OTHER PURPOSE. TO MORTGAGE ALL OR ANY PART OF THE PROPERTY CORPOREAL OR I INCORPOREAL RIGHTS OR FRANCHISE OF THE COMPANY NOW OWNED OR HEREAFTER ACQUIRED, AND TO CREATE, ISSUE, DRAW AND ACCEPT NEGOTIABLE INSTRUMENTS, MORTGAGES, BILLS OF EXCHANGE, PROMISSORY NOTES OR OTHER EVIDENCES OF OBLIGATIONS.

E. THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND/OR ANY FOREIGN COUNTRY WHERE IT MAY OPERATE FROM TIME TO TIME.

### ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION SHALL BE ONE HUNDRED (100) SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) EACH, FULLY PAID AND NON-ASSESSABLE, ALL OF WHICH SHALL BECOME COMMON STOCK, AND THE SAME SHALL BE ISSUED AND SOLD FOR SUCH CONSIDERATION AS MAY BE FIXED BY THE BOARD OF DIRECTORS, AND SUCH SHARES OF STOCK SHALL BE ISSUED, SOLD OR TRANSFERRED IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION.

### ARTICLE IV

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

### ARTICLE V

THE PRINCIPAL OFFICE ADDRESS OF THIS CORPORATION AND ITS MAILING ADDRESS SHALL BE:

8751 NW 102 STREET  
MEDLEY, FL 33178

### ARTICLE VI

THE RESIDENT AGENT OF THE CORPORATION AND ITS ADDRESS SHALL BE:

VIVIAN SENF  
8751 NW 102 STREET  
MEDLEY, FL 33178

THE BOARD OF DIRECTORS, IN ITS DISCRETION, MAY REPLACE ITS RESIDENT AGENT AT ANY TIME, WITH SUCH REPLACEMENT TO BE EFFECTIVE UPON NOTICE OF SUCH REPLACEMENT BEING FILED WITH THE SECRETARY OF STATE.

### ARTICLE VII

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY THE BOARD OF DIRECTORS OF NOT LESS THAN ONE (1) NOR MORE THAN FIVE (5), IN ACCORDANCE WITH THE BY-LAWS TO BE ADOPTED BY THE BOARD OF DIRECTORS WHICH ARE NOT IN CONFLICT WITH THE PROVISIONS OF THESE ARTICLES OF INCORPORATION.

## ARTICLE VIII

THE NAMES AND ADDRESSES OF THE OFFICERS AND THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF ITS EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED, ARE AS FOLLOWS:

ALEX E. SENF  
8751 NW 102 STREET  
MEDLEY, FL 33178

PRESIDENT/TREASURER

VIVIAN SENF  
8751 NW 102 STREET  
MIAMI, FL 33178

VICE-PRESIDENT/SECRETARY

## ARTICLE IX

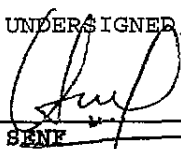
THE NAMES AND POST OFFICE ADDRESSES OF THE SUBSCRIBER TO THIS CERTIFICATE OF INCORPORATION AND THE NUMBER OF SHARES EACH AGREES TO TAKE, AND THE CONSIDERATION THEREFORE, THE PROCEEDS OF WHICH WILL AMOUNT TO AT LEAST ONE HUNDRED DOLLARS (\$100.00) IS AS FOLLOWS:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
ALEX E. SENF 8751 NW 102 STREET MIAMI, FL 33178	50	\$50.00
VIVIAN SENF 8751 NW 102 STREET MIAMI, FL 33178	50	\$50.00

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBE TO THIS CERTIFICATE OF INCORPORATION AT THE CITY OF MIAMI, FLORIDA, THIS 24<sup>th</sup> DAY OF FEBRUARY 2003, FOR THE USES AND PURPOSES AFORESAID.

  
\_\_\_\_\_  
VIVIAN SENF

I, THE UNDERSIGNED, HEREIN ACCEPT THE APPOINTMENT AS REGISTERED AGENT

  
\_\_\_\_\_  
VIVIAN SENF  
8751 NW 102 STREET  
MIAMI, FL 33178

# CERTIFICATE OF DESIGNATION

## REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA:

1. THE NAME OF THE CORPORATION IS:

TOKEN PLACE ENTERTAINMENT, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

VIVIAN SENF  
8751 NW 102 STREET  
MIAMI, FL 33178

SIGNATURE

  
VIVIAN SENF

TITLE VICE-PRESIDENT

DATE FEBRUARY 24, 2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
VIVIAN SENF

DATE FEBRUARY 24, 2003

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FLORIDA