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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

2003 APR -2 AM 7:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

COOL PLAY, INC.

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| Certificate of Status | 0 |
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CERTIFICATE OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

COOL PLAY, INC.

I, the undersigned, in order to form a corporation under a pursuant to the provisions of the laws of the State of Florida for the purposes hereafter set forth, hereby subscribe to this Certificate of Incorporation.

**ARTICLE I
NAME OF CORPORATION**

The name of the proposed corporation shall be:

COOL PLAY, INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be any activity permitted under the laws of the United State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 500 shares at no par value.

**ARTICLE IV
TERM OF EXISTANCE**

This corporation is to exist perpetually.

**ARTICLE V
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this state of the principal office of this corporation is: 8800 SW 123 CT, SUITE J-405, MIAMI, FL 33186. The board of directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI
DIRECTORS**

This corporation shall have initially three (3) directors. The number of director (s) may increase or diminished from time to time by laws adopted by the stockholders.

**ARTICLE VII
INITIAL DIRECTORS**

The name and address of the member(s) of the first board of director(s) is:

President : JOAO C. NUNES
Secretary, Treasury : 8800 SW 123 CT STE. J-405
MIAMI, FL 33186

Vice-President : ORLANDO BALLEEN
6330 SW 79TH ST STE 1
MIAMI, FL 33143

Secretary-Treasury : JUAN ERAZO SALAZAR
13458 NW 10TH
MIAMI, FL 33182

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TALLAHASSEE FLORIDA

**ARTICLE VIII
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the incorporator is RAMON LLAURADO.

**ARTICLE IX
REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be 10540 NW 26TH ST SUITE 103, MIAMI, FL 33172. And the registered agent shall be:

RAMON LLAURADO

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designed in these Articles of Incorporation, I hereby Accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *R. Llaurado*
Registered Agent

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, The undersigned has execute, acknowledged and filed the foregoing Articles of Incorporation under that laws of the State of Florida this April 1st, 2003.


Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provision of section 607.0501, Florida Statutes, the Undersigned Corporation organized under the laws of the State of Florida submits the following statement in designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is COOL PLAY, INC.
2. The name and address of the registered agent and office is:

RAMON LLAURADO, 10540 NW 26TH ST STE 103, MIAMI, FL 33172.

SIGNATURE

TITLE


Incorporator

DATE: April 1st, 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. THE FURTHER AGREED TO APPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND

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COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR
WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS
REGISTERED AGENT.

SIGNATURE

DATE April 1st, 2003

A. Hamadi

2003 APR -2 AM 7:55
CLERK OF STATE
TALLAHASSEE FLORIDA

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