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(Requestor's Name)

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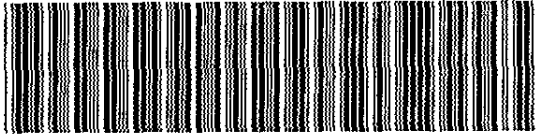
(Business Entity Name)

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VE

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Openplay Marketing Inc

Signature _____

Requested by: _____

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
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- Annual Report / Reinstatement _____
- Cert. Copy _____
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- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION

OF

OPENPLAY MARKETING, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of OPENPLAY MARKETING, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

Article I - NAME

The name of this corporation is OPENPLAY MARKETING, INC. The principal address of this corporation is 2327 Cheshire Place, Lakeland, Florida 33810.

Article II - DURATION/EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

Article III - PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To export from and import into the United States of America, and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with merchandise of every kind or nature for exportation from, and importation into, the United States, to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic market and foreign merchandise in

foreign markets, and to do a general foreign and domestic exporting and importing business.

- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

Article IV - AUTHORIZED SHARES

This corporation is authorized to issue 100 shares of no (\$.00) par value common stock. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

Article V - CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of Directors, to that number of votes equal to the number of shares held by such shareholder multiplied by the number of Directors to be elected, and each shareholder may cast such votes for a single candidate, or may distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

Article VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class or series as

that which he already holds, shall have the right to purchase his *pro rata* share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty (30) days of receipt of a notice in writing from the corporation inviting him to exercise the right.

Article VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial Registered Agent of this corporation is Rosemarie Blue Malick, 2327 Cheshire Place, Lakeland, Florida 33810.

Article VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director is:

Rosemarie Blue Malick
2327 Cheshire Place
Lakeland, FL 33810

Article IX - INCORPORATOR

The name and address of the Incorporator is:

Rosemarie Blue Malick
2327 Cheshire Place
Lakeland, FL 33810

The Incorporator of the corporation hereby assigns to this corporation her rights under **Section 607.161, Florida Statutes**, to constitute a corporation, and hereby assigns to those persons designated by the Board of Directors any rights she may have as

Incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

Article X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

Article XI - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

Article XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25TH day of April, 2003.


Subscriber Name: Rosemarie Blue Malick

ED

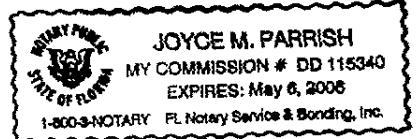
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STATE OF FLORIDA
COUNTY OF POLK

CLERK OF STATE
TALLAHASSEE, FLORIDA

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **ROSEMARIE BLUE MALICK**, who produced Florida Driver License # M420-722-75-766-0 as identification, and is known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation, and she did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal, in the state and county aforesaid, this 25TH day of April, 2003.



Joyce M. Parrish
NOTARY PUBLIC -- State of Florida

Date Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

OPENPLAY MARKETING, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, State of Florida, has named Rosemarie Blue Malick, located at 2327 Cheshire Place, Lakeland, Florida 33810, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Rosemarie Blue Malick
ROSEMARIE BLUE MALICK