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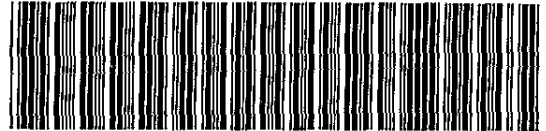
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03 MAY 23 PM 3:26
STATE
TALLAHASSEE, FLORIDA

05/23/03



*The Law Firm
of
Marcelle Poirier*

Marcelle Poirier

Attorney At Law

Arthur M. Garel, J.D.

Administrator

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May 21, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: PowerPlay Productions

Dear Sirs/Madam:

Enclosed please find the original and two copies of the Articles of Incorporation with reference to the above captioned, together with a check made payable to the Florida Department of State in the sum of \$155.00.

Also enclosed for your convenience is a self addressed stamped envelope.

Thanking you for your cooperation in this matter, I am

Very truly yours,

Carol McGee

Carol Anne McGee

/cm

Encl.

ARTICLES OF INCORPORATION
OF
POWERPLAY PRODUCTIONS , INC.

We, the undersigned, being of legal age and natural persons, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and address of this corporation shall be:

POWERPLAY PRODUCTIONS , INC.
P.M.B. 320
5824 Bee Ridge Road
Sarasota, Florida 34233-5065

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK: The aggregate number of shares that the corporation has authority to issue is 100, all of which shall be common shares with a par value of \$1.00. The board of directors may, from time to time, determine the consideration for all classes and series of shares.

Shareholders:

RANDALL	Richard M. O'Brien	25%
J. HOLMES	Susan A. McCaw	25%
	Randolph J. Holmes	25%
	Beth J. Hagen	25%

ARTICLE IV

PREEMPTIVE RIGHTS: Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

RESTRICTION ON STOCK TRANSFER: If any shareholder at any time desires to sell, transfer, encumber, or otherwise dispose of his shares of the corporation, he shall first offer his shares to the corporation and then to the shareholders.

ARTICLE VI

1244 STOCK: The shares of this corporation may be issued pursuant to the provisions of Section 1244, Title 26 of the Internal Revenue Code so that the shareholders may receive the benefits thereunder.

ARTICLE VII

PENSION AND PROFIT SHARING PLAN: In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and purposes and objects hereinbefore stated, the corporation shall have the power to enter into for the benefit of its employees one or more of the following: (1) a pension plan, (2) a profit sharing plan, or (3) other retirement or incentive compensation plan.

ARTICLE VIII

AMENDMENTS: The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

INITIAL REGISTERED AGENT AND OFFICE: The corporation's initial registered agent and registered office is:

Registered Agent:
Richard M. O'Brien
2526 West Burr Oak Court
Sarasota, Florida 34232

ARTICLE X

DIRECTORS: The initial board of directors of the corporation shall consist of four (4) members:

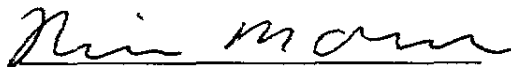
Richard M. O'Brien	President / Registered Agent / Shareholder
Susan A. McCaw	Shareholder
Randolph J. Holmes	Shareholder
Beth J. Hagen	Shareholder

ARTICLE XI

INCORPORATORS: The names and address of the incorporators are:

Richard M. O'Brien	P.M.B. 320
Susan A. McCaw	5824 Bee Ridge Road
Randolph J. Holmes	Sarasota, Florida 34233-5065
Beth J. Hagen	

IN WITNESS WHEREOF, I have subscribed my name this 18th day of MAY, 2003.


Richard M. O'Brien
Incorporator

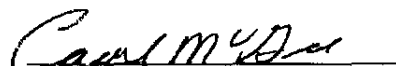
STATE OF FLORIDA

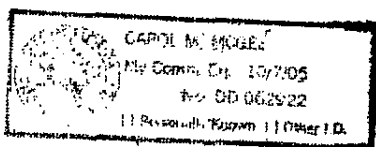
COUNTY OF DADE

On this 18th day of MAY, 2003 before me personally appeared Richard M. O'Brien personally known to me to be the person whose name is subscribed to the instrument within, and who did take an oath, and acknowledged that he/she executed the same for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

MY COMMISSION EXPIRES:


Notary Public



IN WITNESS WHEREOF, I have subscribed my name this 18th day of May, 2003.

Susan A. McCaw
Susan A. McCaw
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

On this 18th day of MAY, 2003 before me personally appeared Susan A. McCaw personally known to me to be the person whose name is subscribed to the instrument within, and who did take an oath, and acknowledged that he/she executed the same for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Carol M. McGee
Notary Public

IN WITNESS WHEREOF, I have subscribed my name this 18 day of MAY, 2003.

Randolph J. Holmes
Randolph J. Holmes
Incorporator
RANDALL J HOLMES

STATE OF FLORIDA

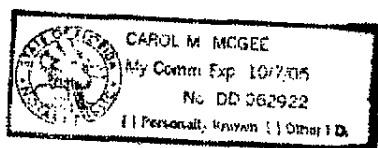
COUNTY OF DADE

RANDALL J HOLMES

RA On this 18 day of MAY, 2003 before me personally appeared Randolph J. Holmes personally known to me to be the person whose name is subscribed to the instrument within, and who did take an oath, and acknowledged that he/she executed the same for the purposes contained therein.

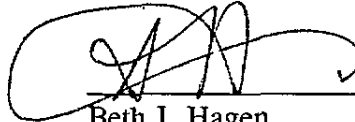
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

MY COMMISSION EXPIRES:



Carol M. McGee
Notary Public

May IN WITNESS WHEREOF, I have subscribed my name this 18th day of
_____, 2003.



Beth J. Hagen
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

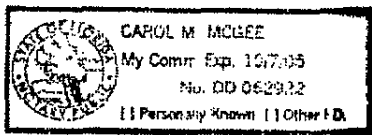
On this 18th day of May, 2003 before me personally
appeared Beth J. Hagen personally known to me to be the person whose name is subscribed to
the instrument within, and who did take an oath, and acknowledged that he/she executed the
same for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

MY COMMISSION EXPIRES:



Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions 607.0501 or 617.0501, 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.

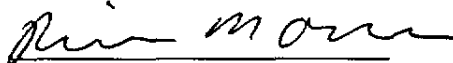
1. The name and address of the corporation is:

POWERPLAY PRODUCTIONS , INC.
P.M.B. 320
5824 Bee Ridge Road
Sarasota, Florida 34233-5065

2. The name and address of the registered agent is:

Richard M. O'Brien
2526 West Burr Oak Court
Sarasota, Florida 34232

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 performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Signature: 
Richard M. O'Brien

Date: MAY 18, 2003

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03 MAY 23 PM 3:26
STATE
TALLAHASSEE, FLORIDA