

**P84000068291**

Florida Department of State  
Division of Corporations  
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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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**ground play entertainment, inc.**

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ARTICLES OF INCORPORATION

Of

GROUND PLAY ENTERTAINMENT, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION  
UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPTS THE FOLLOWING  
ARTICLES OF INCORPORATION:

ARTICLE I

The name of the corporation is Ground Play Entertainment, Inc.

ARTICLE II

The period of its duration is perpetual

ARTICLE III

The date and time of the commencement of the corporate existence shall be the  
date of the filing of these Articles by the Department of State.

ARTICLE IV

The purpose(s) for which the corporation is organized is to engage in the transaction of  
any or all lawful business for which the corporation may be incorporated under the  
Florida General Corporation Act.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is one  
thousand (1,000) shares of capital stock, \$1.00 par value

ARTICLE VI

The number of director(s) constituting the initial Board of Directors of the corporation  
are three (3) and the name and address of the persons who are to serve as director(s) until  
the first annual meeting of shareholders or until the successors are elected and qualified  
are:

PRESIDENT/DIRECTOR: JOSE J. RIVERA  
DIRECTOR: DAVID BRACHA  
DIRECTOR: JUAN G. RIVERA  
DIRECTOR: CORNELL ANTHONY SUMMERS  
DIRECTOR: MARRICE STANLEY

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ARTICLE VII

The Shares of Capital Stock of this Corporation shall be issued to the following person(s)

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
JOSE J. RIVERA	6207 Tamiami Canal Road Miami, Florida 33126	1000

ARTICLE VIII

The name and address of the incorporator and the address of the principal office is:

Jose J. Rivera

6207 Tamiami Canal Road  
Miami, Florida 33126

ARTICLE IX

The name and the address of the initial registered agent is:

Kieran P. Fallon  
436 SW 8<sup>th</sup> Street  
Miami, Florida 33130

DATED: 04/ 16 /2004

Jose J. Rivera  
Incorporator

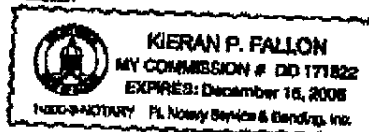
Kieran P. Fallon  
Initial Registered Agent

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of April, 2004,  
by Jose J. Rivera, as the Incorporator, who is personally known to me and who did take an oath.

[Signature]  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:



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# CERTIFICATE OF DESIGNATION - REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

Ground Play Entertainment, Inc.

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

Kieran P. Fallon  
436 SW 8<sup>th</sup> Street  
Miami, Florida 33130

DATED: 04/16/2004

SIGNATURE: Jose Rivera  
TITLE: PRESIDENT  
DATE: 04/16/2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: Kieran P. Fallon  
TITLE: REGISTERED AGENT  
DATE: 04/16/2004

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