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**Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

PLAY ON, CORP

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ARTICLES OF INCORPORATION

The Underigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: PLAY ON, CORP

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
785 NE 72 TERRACE
MIAMI, FL 33138

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares of \$1.00

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JULIO PEREZ
785 NE 72 TERRACE
MIAMI, FL 33138

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

JULIO PEREZ
785 NE 72 TERRACE
MIAMI, FL 33138

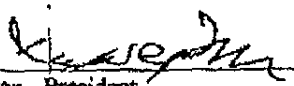
ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Article of Incorporation is (are):

JULIO PEREZ
785 NE 72 TERRACE
MIAMI, FL 33138
PRESIDENT

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

2ND day of December, 2004.


Julio Perez - President

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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 of the corporation is: **PLAY ON, CORP**
2. The name and address of the registered agent and office is:

JULIO PEREZ

(NAME)

785 NE 72 TERRACE

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33138

(CITY/STATE/ZIP)

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.


Julio Perez - Register Agent.

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