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Division of Corporations

001/005

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FLORIDA PROFIT/NON PROFIT CORPORATION
UPLAY MOBILE CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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February 25, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EXPRESS CORPORATE FILING SERVICE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
Of
UPlay Mobile Corporation**

The Undersigned, acting as Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, file and adopt the following Articles of Incorporation:

Article I

The name and address of the corporation:

**UPlay Mobile Corporation
90 SW 3 Street
Suite 1815
Miami, FL 33130**

Article II

The duration period of the corporation 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 of Incorporation by the Department of State.

Article IV

Section 1: The purpose(s) for which the corporation is organized is to engage in and carry on the transaction(s) of any or all lawful business(es) for which the corporation may be incorporated under the Florida General Corporation Act in the State of Florida, or in any other State in the United States of America or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purpose(s) or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations either in the State of Florida or throughout the United States of America and elsewhere.

Section 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation in conformity with the laws of the State of Florida.

Section 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

Section 4: To buy, sell, mortgage, lease, encumber, alienate or otherwise deal in real property and to construct thereon, cause to be constructed therein, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

Articles V

The foregoing clauses shall be construed both as objects and powers but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

February 21, 2011

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Initial: 

Article VI

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

Article VII

The aggregate and maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of capital stock at \$1 par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244" stock as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

Article VIII

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

Article IX

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

P/T/D: Adriana Adnan Sad Qaddomi	90 SW 3 Street Suite 1815 Miami, FL 33130
VP/S/D: Adriano de Oliveira Rayol	90 SW 3 Street Suite 1815 Miami, FL 33130
D: Marcelo Levy Macedo	90 SW 3 Street Suite 1815 Miami, FL 33130

Article X

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>
UPlay Mobils Ltda	Av Das Americas, 3333 SL 505, Rio de Janeiro, RJ	51%
Adriana A Sad Qaddomi	90 SW 3 Street Suite 1815 Miami, FL 33130	25%
Adriano de Oliveira Rayol	90 SW 3 Street Suite 1815 Miami, FL 33130	24%

Article XI

The names and address of the incorporators are:

Adriana Adnan Sad Qaddomi & Adriano de Oliveira Rayol
90 SW 3 Street
Suite 1815
Miami, FL 33130

Article XII

The name and address of the initial registered agent in the State of Florida is:

Marcelo Levy Macedo
90 SW 3 Street
Suite 1815
Miami, FL 33130


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Article XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of Articles of Incorporation be made.


Adriana Adnan Sad Qaddomi
Incorporator


Adriano de Oliveira Rayol
Incorporator


Marcelo Levy Macedo
Registered Agent

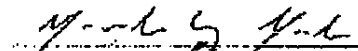
CERTIFICATE OF DESIGNATION - REGISTERED OFFICE

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 and registered agent, in the State of Florida.

1. The name of the corporation is: UPlay Mobile Corporation
2. The name and address of the registered office in the State of Florida is:

Marcelo Levy Macedo
90 SW 3 Street
Suite 1815
Miami, FL 33130

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.


Marcelo Levy Macedo
Registered Agent