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音響 FLORIDA PROFIT/NON PROFIT CORPORATION

Playa Enterprises, Inc.

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ARTICLES OF INCORPORATION OF PLAYA ENTERPRISES, INC.

SECRETARY DE STATE

The undersigned incorporator and Director, a natural person competent to contract, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607.

ARTICLE I CORPORATE NAME

The name of this Corporation shall be: PLAYA ENTERPRISES, INC.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 11701 Chateaubriand Avenue, Orlando, Florida 32836.

ARTICLE III NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be divided into 10 million (10,000,000) shares of common stock having no par value.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 201 East Pine Street, Suite 445. Orlando, Florida 32801. The name of the initial Registered Agent of this Corporation at that address is CPLS, P.A.

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ARTICLE VII BOARD OF DIRECTORS

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of at least one (1) member. The name and street address of the member of the Board of Directors is:

Stephen Facella 11701 Chateaubriand Avenue Orlando, Florida 32836

The member of the Board of Directors shall hold office until his successor(s) is elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by, or in accordance with, the Bylaws of this Corporation.

ARTICLE VIII INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Stephen Facella and his street address is: 11701 Chateaubriand Avenue, Orlando, Florida 32836.

ARTICLE IX INDEMNIFICATION

This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0851 of the Florida Statutes.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator, and Director hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal on this 4 day of 1997.

ARTICLE X RESTRAINT ON ALIENATION OF SHARES

The Shareholders or Directors of this Corporation may, by resolution, restrict the right of any shareholder to sell or otherwise transfer any shares of the capital

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stock of this Corporation and provide for the purchase or redemption of shares in the event of any shareholder's death or disability.

> STEPHEN FACELLA Incorporator and Director

PLAYA ENTERPRISES, INC. CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the 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 of the Corporation in the State of Florida:

- 1. The name of the Corporation is: PLAYA ENTERPRISES, INC.
- 2. The name the Registered Agent and Registered Office of the Corporation is CPLS, P.A. and their street address is 201 East Pine Street, Suite 445, Orlando, Florida 32801.

PLAYA ENTERPRISES, INC.

STÉPHEN FACELLA

Director

(Space left blank intentionally.)

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ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of PLAYA ENTERPRISES, INC.. 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 dutles, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.

CPLS, P.A.

Tee Persad, Esq.

Director

SECRETARY OF STATE
TALLAHASSEE. FL