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TO: DIVISION OF CORPORATIONS
PARTMENT OF STATE
STATE OF FLORIDA
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(((H95000003380)))
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ARTICLES OF INCORPORATION
OF
FLORIDA PLAYER, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be FLORIDA PLAYER, INC. whose principal office shall be located at 100 N.W. 37th Avenue, Miami, Florida, Florida 33135. The Board of Directors may from time to time move the principal office to another location in Florida.

ARTICLE II - DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any and all activities and/or transactions permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1000	Common	\$.01

Subject to Section 46 of the Florida Business Corporation Act, every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional

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shares) at the price at which it is offered to others.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of the corporation is
KAREN H. TOBIN, 100 N.W. 37th Avenue, Miami, Florida 33125.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have directors as shall be determined by the bylaws, but shall not be less than one (1). The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President/Secy.	KAREN H. TOBIN	100 N.W. 37th Avenue MIAMI, FLORIDA 33125

ARTICLE VII - SHAREHOLDERS PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts.

ARTICLE VIII - AMENDMENTS TO ARTICLES

These articles of incorporation may be amended in the manner provided by law.

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ARTICLE II - INDEMNIFICATION

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of Incorporation this 23 day of March, 1995.


KAREN H. TOBIN
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 **FLORIDA PLAYER, INC.**
2. The name and address of the registered agent and office is:

JENNIFER SARDINA
2181 So. Le Jeune Road
Suite 202
Coral Gables, Fla 33134

Karen H. Tobin
KAREN TOBIN

Date: **3-23-95**

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.

Jennifer Sardina
JENNIFER SARDINA
Date: **3-23-95**

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