

PERRY D. MONILOUDIS
ATTORNEY AT LAW

238 N. UNIVERSITY DRIVE
PEMBROKE PINES, FLORIDA 33024

TELEPHONE: (305) 963-6697
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P95000059231

July 17, 1995

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: POWER PLAY ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed herewith please find one original and two copies of Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50, representing the fees for filing, obtaining a certified copy and registered agent designation.

Please have one of these documents stamped as received and returned to my office. A self-addressed postage stamped envelope is enclosed for your convenience. Should you have any questions with regard to this filing, please do not hesitate to call.

Very truly yours,

Perry D. Monioudis
Perry D. Monioudis

PDM/sdl

Enclosures
cc: Fernando Benitez

FILED
95 JUL -1 PM 12:15
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

PDM
8/1/95

*Please Note:
Articles of Incorporation
were previously sent
without this check
by mistake. Thank
you for your assistance.*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1995

PERRY D. MONIOUDIS
235 N UNIVERSITY DRIVE
PEMBROKE PINES, FL 33024

SUBJECT: POWER PLAY ENTERPRISES, INC.
Ref. Number: W95000014748

We have received your document for POWER PLAY ENTERPRISES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 895A00034921

*Now Filing
(904) 487-6923*

ARTICLES OF INCORPORATION
OF
POWER PLAY ENTERPRISES, INC.

FILED
95 AUG -1 PM 12:15
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this organization shall be POWER PLAY ENTERPRISES,
INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose for which this corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV

AUTHORIZED SHARES

The total authorized capital stock of this corporation shall consist of 100 shares of Common Stock, par value \$0.01 per share.

ARTICLE V

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business shall be determined by the initial Board of Directors.

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE

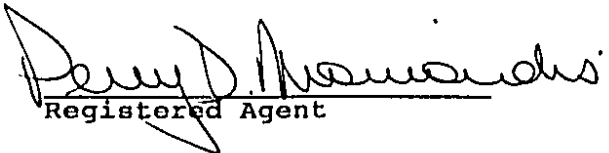
The address of the principal office of the Corporation is:

6990 PARK STREET
HOLLYWOOD, FL 33024

ARTICLE VII

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 235 North University Drive, Pembroke Pines, Florida 33024, and the initial registered agent of this Corporation at that address shall be Perry D. Monioudis, who, by his signature below accepts this designation.


Registered Agent

ARTICLE VIII

NUMBER OF DIRECTORS

This corporation shall have not less than one (1) director.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the

Board of Directors are:

NAME	ADDRESSES
FERNANDO BENITEZ	6990 PARK STREET HOLLYWOOD, FLORIDA 33024
MERCEDES BENITEZ	6990 PARK STREET HOLLYWOOD, FLORIDA 33024

ARTICLE X

INCORPORATOR

The names and street addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
FERNANDO BENITEZ	6990 PARK STREET HOLLYWOOD, FLORIDA 33024
MERCEDES BENITEZ	6990 PARK STREET HOLLYWOOD, FLORIDA 33024

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal,
this 18th day of July, 1995.


FERNANDO BENITEZ

MERCEDES BENITEZ

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 18th
day of July, 1995, by FERNANDO BENITEZ and MERCEDES BENITEZ,

the Incorporators and who executed the foregoing Articles of
Incorporation, and who produced FL Driver's License as
identification and who did (did not) take an oath.

NOTARY PUBLIC

Sign:

Print:

Perry D. Monioudis
PERRY D. MONIOUDIS

My Commission Expires:



OFFICIAL SEAL
PERRY D. MONIOUDIS
My Commission Expires
Dec. 8, 1995