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TALLAHASSEE, FL 32301  
904-222-0171  
904-222-0391 FAX

800-342-8086



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APR -8 PM 12:22  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 910344 127481A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 8, 1996

ORDER TIME : 10:47 AM

ORDER NO. : 910344

CUSTOMER NO: 127481A

CUSTOMER: Mr. Benjamin Rogatinsky  
BENJAMIN ROGATINSKY, P.A.

Suite 133  
3111 Stirling Road  
Fort Lauderdale, FL 33312

04/08/96 11:14:00  
04/08/96 11:06:00  
04/08/96 11:01:00

DOMESTIC FILING

NAME: PLAY TO WIN INTERNATIONAL,  
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

4/8/96  
[Signature]

RECEIVED  
96 APR -8 PM 12:23  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
Play To Win International, Inc.

FILED  
96 APR -8 PM 12:22  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following articles of incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:  
Play To Win International, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR(S)

The name and address of the initial incorporator(s) and subscriber hereto is as follows:

Elisha McSweeney  
101 N.W. 2nd Avenue  
Ft. Lauderdale, Florida 33311

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the board of directors of the corporation. The names and addresses of the parties who are to serve as director(s) until the next election are as follows:

**Elisha McSweeney - Director**  
101 N.W. 2nd Avenue  
Ft. Lauderdale, Florida 33321

The board of directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President, and such other offices as the board of directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

#### ARTICLE VIII - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

**Elisha McSweeney - President**

#### ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is:

101 N.W. 2nd Avenue  
Ft. Lauderdale, Florida 33311

#### ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

**Benjamin Rogatinsky, CPA**  
3111 Stirling Road, Suite 133  
Ft. Lauderdale, Florida 33312

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 7 day of March, 1996.

Elisha McSweeney  
ELISHA MCSWEENEY

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95 APR -8 PM 12:22  
NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

SS:

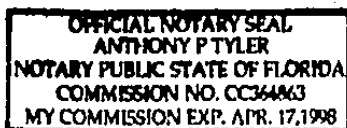
COUNTY OF BRADFLORD

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared ELISHA MCSWEENEY, known by me to be the person(s) who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 07 day of March, 1996.

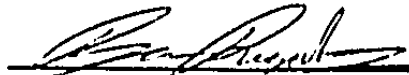
Anthony P. Tyler  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

  
BENJAMIN ROGATINSKY

DATED: 3 / 7 / 96

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-08/22/97--01053--013  
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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

97 AUG 22 AM 9:24  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N/C

60 AUG 29 1997

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**FILED**  
97 AUG 22 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**PLAY TO WIN INTERNATIONAL, INC.**

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(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

**Change name of corporation to:**

**PLAY 2 WIN INTERNATIONAL, INC.**

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 24, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24th day of July, 19 97

Signature

X Elisha J. McSweeney

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

X Elisha J. McSweeney

Typed or printed name

X President

Title