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ATTORNEY AT LAW

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January 31, 1997

State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32302-6327

600002078406--6  
-02/05/97--01048--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: PLAYFENCE, INC.  
Articles of Incorporation

Dear Sir:

Enclosed please find an original and two copies of the Articles of Incorporation for PLAYFENCE, INC. The filing fee of \$122.50 is also enclosed.

Thank you for your assistance in this matter.

Yours very truly,

*David K. Oaks*  
David K. Oaks

DKO:js  
Encl.  
cc: client

*2/5/97*

FILED  
97 FEB -5 PM 3:05  
TALLAHASSEE, FL

ARTICLES OF INCORPORATION  
OF  
PLAYFENCE, INC.

FILED  
97 FEB -5 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, JOHN M. WILLIAMS and NORA S. WILLIAMS, do hereby prepare these Articles of Incorporation for the purpose of forming a corporation for profit as provided under the laws of the State of Florida.

1. NAME. The name of the corporation shall be PLAYFENCE, INC., a Florida corporation.

2. PURPOSE. The said corporation is to be in the business of engaging in any and all activities allowable under the laws of the State of Florida.

3. GENERAL POWERS. The Corporation shall have the following powers:

a) To buy, sell, trade, exchange and otherwise transfer and assign all types of real, personal and mixed property, and more specifically to engage fully for the purposes contained in Article II above.

b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida Statute 607.141.

d) To construct, buy, own, sell, lease, and operate such buildings and other structures and facilities as may be deemed necessary and proper in connection with the conduct of the business of said corporation.

e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property

f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all any of its property, and income.

g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida Statute 607.011, and to exercise all other powers provided by law to be exercised by corporations.

4. TERM. This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

5. OFFICE. The principal office and mailing address of the corporation is to be located at 2085 El Cerito Court, Punta Gorda, FL 33950.

6. MANAGEMENT. This corporation shall have two directors, elected in accordance with the corporation by-laws. The affairs and business of this corporation shall be conducted by the Board of Directors and a President/Secretary/Treasurer, all of whom will be elected annually by the members of the corporation.

7. DIRECTORS. The names and addresses of the first Board of Directors of this corporation follows:

JOHN M. WILLIAMS	2085 El Cerito Court Punta Gorda, FL 33950
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NORA S. WILLIAMS	2085 El Cerito Court Punta Gorda, FL 33950
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This Board of Directors shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

7. OFFICERS.

a) The names and addresses of the first Officers of this corporation are as follows:

President

NORA S. WILLIAMS  
2085 El Cerito Court  
Punta Gorda, FL 33950

These officers shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

8. STOCK. Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock with \$1.00 par value; no other class or type of stock to be issued. Each share of stock shall entitle the owner thereof to one (1) vote.

9. SHAREHOLDERS. The name and post office address of each shareholder hereto, the number of shares of stock each agrees to take, and the amount to be paid therefore, follows:

JOHN M. WILLIAMS, Trustee of the  
JOHN M. WILLIAMS TRUST dated March 9,  
1994 as amended 50 shares

NORA S. WILLIAMS, Trustee of the  
NORA S. WILLIAMS TRUST dated March 9,  
1994 as amended 50 shares

10. RESIDENT AGENT. The name and address of the resident agent of the corporation is:

DAVID K. OAKS, ESQ.  
DAVID K. OAKS, P.A.  
252 West Marion Avenue  
Punta Gorda, FL 33950

11. BY-LAWS. The By-laws of the Corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF, said parties and subscribers have hereunto set their hands and seals this 30<sup>th</sup> day of January, 1997.

SIGNED AND SEALED  
IN THE PRESENCE OF:

Jackie M. Smith

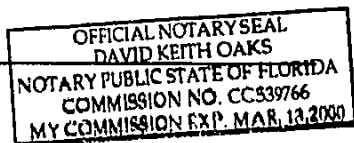
Robert A. Schuman

John M. Williams  
JOHN M. WILLIAMS

Nora S. Williams  
NORA S. WILLIAMS

that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 30<sup>th</sup> day of January, 1997.  
My Commission Expires:

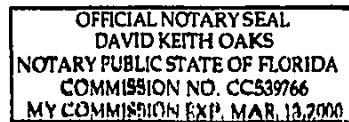


David Keith Oaks  
Notary Public

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared NORA S. WILLIAMS incorporator of PLAYFENCE, INC. who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 30<sup>th</sup> day of January, 1997.  
My Commission Expires:



David Keith Oaks  
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First, That PLAYFENCE, INC. desiring to organize under the  
laws of the State of Florida with its principal office as indicated  
in the Articles of Incorporation at City of Punta Gorda, County of  
Charlotte, State of Florida, has named DAVID K. OAKS, ESQ. of 252  
West Marion Avenue, City of Punta Gorda, County of Charlotte, State  
of Florida, as its agent to accept service of process within this  
state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said act relative to keeping open said office.

By David K. Oaks  
Resident Agent

FILED  
97 FEB -5 PM 3:55  
CLERK OF STATE  
TALLAHASSEE FLORIDA