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ACCOUNT NO. : 072100000032

REFERENCE : 300724 4329479

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : March 20, 1997

ORDER TIME : 9:58 AM

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ORDER NO. : 300724-005

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32802

DOMESTIC FILING

NAME: GREENPLAY, INC.

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

SECTION OF STATE
TALLAHASSEE, FLORIDA

97 MAR 20 PM 2:45

FILED

DIVISION OF CORPORATION

97 MAR 20 AM 10:42

RECEIVED

K.R. MAR 20 1997

Articles of Incorporation
of
GreenPlay, Inc.

FILED
97 MAR 20 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is GreenPlay, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 5293 East Kaley Street, Orlando, Florida 32812.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, Suite 2300, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue Suite 2300 Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
David Kaichen	5293 East Kaley Street Orlando, Florida 32812
Nicholas Mascia	5109 Cypress Creek Drive Orlando, Florida 32811

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 19 day of March, 1997.

A.G.C. Co.

By: 

RICHARD T. FULTON
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
19 day of March, 1997, by RICHARD T. FULTON of
A.G.C. Co., an Ohio corporation, on behalf of the corporation.
He/she is personally known to me or has produced _____
as identification.

(NOTARY SEAL)

Karen L. Bohn
(Notary Signature)

Karen L. Bohn
(Notary Name Printed)

NOTARY PUBLIC

Commission No. _____



Karen L. Bohn
MY COMMISSION # CC585113 EXPIRES
September 18, 2000
BONDED THRU TROY FAN INSURANCE, INC.

D:\09900\00010\GREEN\ARTICLES
03\19\97.k1b

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That GreenPlay, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By:


RICHARD T. FULTON
Vice President

DATED: March 19, 1997

FILED
97 MAR 20 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, in consideration of One Dollar (\$1.00), the receipt whereof is hereby acknowledged, and for other good and valuable consideration, has sold, assigned, transferred and set over, and by these presents does sell, assign, transfer, and set over, unto GreenPlay, Inc., a Florida corporation, all its right, title and interest as incorporator of GreenPlay, Inc., a Florida corporation, to the extent of all shares of capital stock of said corporation.


WITNESS my hand and seal this 19 day of March, 1997.

A.G.C. Co.

By: 

RICHARD T. FULTON
Vice President


Witness


Witness