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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHN E. ROSENBERG~~

PHONE: (305)672-0686

FAX #: (305)672-9110

*Greg Kuroda*

NAME: POWER PLAYER AMERICA, INC.

AUDIT NUMBER.....H97000013937

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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## ARTICLES OF INCORPORATION

### Article I. Name

EFFECTIVE DATE  
9-3-97

The name of this Florida corporation is:  
Power Player America, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Power Player America, Inc.  
20255 West Oak Haven Circle  
North Miami Beach FL 33179

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### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Michael P. Weinreb  
20255 West Oak Haven Circle  
North Miami Beach FL 33179

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Michael P. Weinreb

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:  
Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 3, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 3, 1997.

  
CORPORATE CREATIONS INTERNATIONAL INC.  
Greg K. Kuroda Vice President

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Power Player America, Inc.

**REGISTERED AGENT/OFFICE:**

Michael P. Weinreb —  
20255 West Oak Haven Circle  
North Miami Beach FL 33179

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
MICHAEL P. WEINREB

Date: August 22, 1997

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Miami Beach FL 33139-6629  
(305) 672-0886

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