

LAW OFFICES OF
TODD S. PAYNE, P.A.
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TODD S. PAYNE

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September 11, 1997

Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

P97000080108

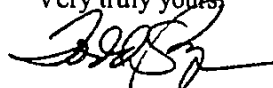
Re: Paper Play, Inc.

To whom it may concern:

Enclosed are an original and 2 copies of Articles of Incorporation for Paper Play, Inc.
Additionally, enclosed is a check for \$131.25 for the filing fee, certified copy and certificate.

Please return the above to the undersigned. Thank you in advance.

Very truly yours,



TODD S. PAYNE
For the Firm

TSP/sdg

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PAPER PLAY, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

PAPER PLAY, INC.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1000) shares of One Cent (\$.01) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

20834 San Simeon Way
#65
Miami, FL 33179

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Todd S. Payne, Esq.
19501 NE 10th Avenue
Suite 306
N. Miami Beach, FL 33179

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TALLAHASSEE, FLORIDA

ARTICLE VI
PRE-EMPTIVE RIGHTS

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

ARTICLE VII
INCORPORATOR

The name and street address of the Incorporator is:

Todd S. Payne, Esq.
19501 NE 10th Avenue
Suite 306
N. Miami Beach, FL 33179

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TALLAHASSEE, FLORIDA

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than (). The names and addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Elizabeth Rockowitz	20834 San Simeon Way, #65, Miami, FL 33179
David Rockowitz	20834 San Simeon Way, #65, Miami, FL 33179

ARTICLE IX
INDEMNIFICATION

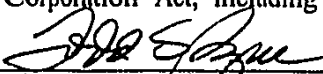
The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 11 day of September 1997.



Todd S. Payne, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Todd S. Payne, Registered Agent