

Charter Number Only

5
P9000098627

Yolanda 11/18/97

Duran + Pelati

Requestor's Name

10300 Sunset Drive #465

Address

Miami FL 33173

City

State

ZIP

Phone

412-9191

VALIDATION ONLY

FILED
97 NOV 19 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Playlight, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		<input type="checkbox"/> Mail Out

RECEIVED
97 NOV 19 PM 10:19
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

Certified copy

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

K. Rolfe

NOV 19 1997

**ARTICLES OF INCORPORATION
OF
PLAYLIGHT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

PLAYLIGHT, INC.

The principal place of business and mailing address of this corporation shall be :

12605 SW 91 ST., SUITE 215
Miami, FL 33186

ARTICLE II

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida , or any other state, country, territory or nation.

ARTICLE III

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each having \$ 1.00 par value.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

Julian Roa	Pres./Director	Carrera 9a # 107-27 Santafe de Bogota , Colombia- S.A.
Mario A. Hernandez	Secretary	12605 SW 91 ST, Suite 215 Miami, FL 33186

ARTICLE VII

The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are) :

Yolanda Duran

10300 Sunset Dr., Suite 465
Miami, FL 33173

IN WITNESS WHEREOF, the undersigned incorporator (s) has have executed these Articles of
Incorporation this 18 day of November 1997

Signature (s) of Incorporator (s)

Yolanda Duran

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged and sworn to before me this 18th day of Nov.
1997, by Yolanda Duran incorporator OF PLAYLIGHT INC. She is
personally known to me and did not take an oath.

Teresita Pelati

Notary Public

(SEAL)



ARTICLE VIII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Playlight de Colombia Ltda. 1000 shares
Carrera 9a. # 107-27
Santafé de Bogotá, Colombia S.A.

ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: PLAYLIGHT INC.
2. The name and the address of the registered agent and office is:

DURAN & PELATI BUSINESS SERVICES, INC.
10300 SUNSET DR. # 465
MIAMI, FL. 33173

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: _____

Yolanda Duran
Yolanda Duran, Vice-President

DATE _____

11/18/97

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TALLAHASSEE, FLORIDA