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THE CLAYTON LAW FIRM, P.A.

1800 Second Street, Suite 888
Sarasota, Florida 34236

W. Andrew Clayton, Jr.
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Civil Litigation
Business Disputes
Securities Arbitration

July 15, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

ATTN: New Filing Section

RE: Green's Play, Inc.

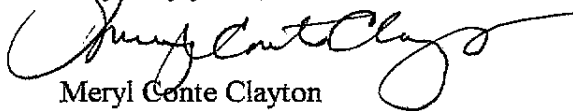
EFFECTIVE DATE
7-20-98

To Whom it May Concern,

Enclosed you will find an original and one copy of Articles of Incorporation for Green's Play, Inc. as well as a check in the amount of \$122.50. Please file the Articles of Incorporation and return a certified copy of same in the enclosed self-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Meryl Conte Clayton

MCC/tr
Enclosures

FILED
98 JUL 27 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-1654

F. CHESSER JUL 30 1998

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July 27, 1998

Ms. Freida Chesser, Corporate Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Greens' Play, Inc.
Ref. #W98000016511
Letter #298A00038525

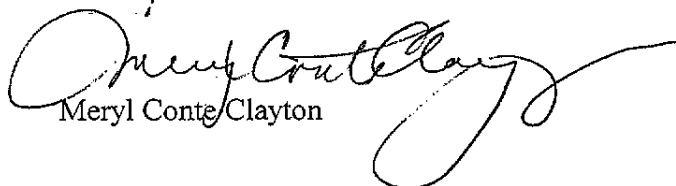
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98 JUL 27 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Chesser:

Enclosed please find Articles of Incorporation the Green's Play, Inc. previously forwarded to your office along with a copy of the above referenced letter which indicates that the corporate name was denied. It is my understanding from my client that your office has reviewed the original determination and is allowing my client to incorporate and operate under the name "Green's Play, Inc." A letter requested by Beth Register of my client is enclosed for your file.

If you have any questions, please feel free to contact my office.

Sincerely,


Meryl Conte Clayton

:m
enc.

To the Attention of: Freda

July 27, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

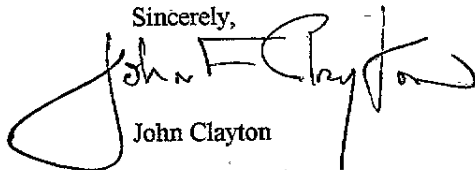
Freda,

Per my conversation with Beth Register, regarding the application for Green's Play, Inc. which was submitted through The Clayton Law Firm, P.A., but was denied because it was similar to another name. Beth spoke with Bobby Cox, and they approved the requested application for **Green's Play, Inc.** with my acknowledgment of another company, located in Orlando with a similar name.

Please find enclosed the original application as requested.

Thank you for your helpful assistance in handling this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "John Clayton". The signature is written in dark ink and is positioned above the printed name "John Clayton".

John Clayton



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 21, 1998

MERYL C CLAYTON
1800 SECOND STREET STE 888
SARASOTA, FL 34236

SUBJECT: GREEN'S PLAY, INC.
Ref. Number: W98000016511

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98 JUL 27 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GREEN'S PLAY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 298A00038525

**ARTICLES OF INCORPORATION OF
GREEN'S PLAY, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

EFFECTIVE DATE
7-20-98

ARTICLE I

The name of the corporation ("Corporation") is Green's Play, Inc.

ARTICLE II

The existence of the Corporation shall begin on July 20, 1998.

ARTICLE III

The Corporation may engage in any lawful business.

ARTICLE IV

The street address of the principal office of the Corporation is 5307 52nd Avenue West, Bradenton, Florida 34210.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial street address of the Corporation's registered office is 5307 52nd Avenue West, Bradenton, Florida 34210. The initial registered agent for the Corporation at that address is John F. Clayton.

ARTICLE VII

The initial board of directors shall consist of one member. The names and address of the person who will serve on the initial board of directors is John F. Clayton, whose address is the same as that of the Corporation's registered office, described above.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

The names and street addresses of the person signing these articles of incorporation is John F. Clayton, whose address is the same as that of the Corporation's registered office, described above.

ARTICLE IX

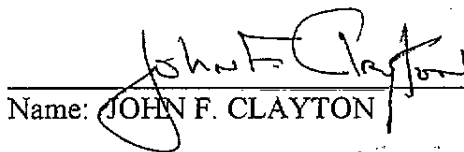
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

N WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of July, 1998.


Name: JOHN F. CLAYTON

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Green's Play, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: JOHN F. CLAYTON

Date: July 15, 1998.

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TALLAHASSEE, FLORIDA