

P99000025977

PLAY USA, INC.

10466 MARINA WAY
BOCA RATON, FL 33428

MARCH , 1999

Secretary of State
Capitol Building
Tallahassee, Florida
32304

Attention: Corporation Division

700002806047--6

-03/15/99--01108--009

RE: PLAY USA, INC.

*****70.00 *****70.00

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,

Craig R. Cozzi

CRAIG COZZI

D. BROWN MAR 2 2 1999

CERTIFICATE OF INCORPORATION

-OF-

PLAY USA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is PLAY USA, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 10466 MARINA WAY, BOCA RATON, FL 33428 and the street address of the initial registered office of the corporation is 10466 MARINA WAY, BOCA RATON, FL 33428 and the name of the initial registered agent is CRAIG COZZI.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The name and address of the Director which constitutes the first Board of Directors of the Corporation is:

NAME
CRAIG COZZI

ADDRESS
10466 MARINA WAY
BOCA RATON, FL 33428

ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME
CRAIG COZZI

ADDRESS
10466 MARINA WAY
BOCA RATON, FL 33428

IN WITNESS WHEREOF, the undersigned have subscribed their names this 10 day of March 1999.

x Craig Cozzi
CRAIG COZZI

STATE OF FLORIDA)

:SS

COUNTY OF PALM BEACH)

On this 10TH day of March 1999, before me, the undersigned officer, personally appeared as CRAIG COZZI, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Gloria M. Brock
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



Gloria M. Brock
MY COMMISSION # CC742980 EXPIRES
June 21, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

PLAY USA, INC

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

PLAY USA, INC., a corporation organized under the laws of the state of Florida, with its principal office at 10466 MARINA WAY, BOCA RATON, FL 33428 has named CRAIG COZZI at 10466 MARINA WAY, BOCA RATON, FL 33428, County of Palm Beach, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
CRAIG COZZI	President/Dir.	10466 MARINA WAY BOCA RATON, FL 33428

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 3-10-99

Craig Cozzi

CRAIG COZZI