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OFFICE USE ONLY (Document #)

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LAZARUS CORPORATE FILING SERVICE, INC.  
(Requestor's Name)

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3320 S.W. 87th AVENUE  
(Address)

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MIAMI, FLORIDA (305)552-5973  
(City, State, Zip) (Phone #)

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LOCAL REPRESENTATIVE TALLAHASSEE

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-06/24/99--01079--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. PLAYA 2 PLAYA ENTERTAINMENT, INC.  
(Corporation Name) (Document #)
2. Translation: Beach 2 Beach Entertainment, Inc.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in   
  Pick up time 2:00   
  Certified Copy

Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

99 JUN 24 PM 2:38  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE FLORIDA

6/24/99

Examiner's Initials	
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**ARTICLES OF INCORPORATION  
OF  
PLAYA 2 PLAYA ENTERTAINMENT, INC.**

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TALLAHASSEE FLORIDA

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract, subscribe to and form a corporation for profit under the laws of the State of Florida.

**ARTICLE 1 – NAME**

The name of the corporation is -:

**PLAYA 2 PLAYA ENTERTAINMENT, INC.**

**ARTICLE 11 – NATURE OF BUSINESS**

The corporation may engage in any activity of business permitted under the laws of this State, these activities may include but are not in anywise limited to the operation of the following -:

To engage in the business of -:**Entertainment & Promotions.**

To buy, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description, and to do all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity of business permitted under the State of Florida and the United States, the District of Columbia and any foreign country.

To conduct all types of business and to have one or more offices and to hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependency of the United States.

To engage in, render or carry on any services or business as principal or agent, with powers to get contracts for any such service or product; and to make and carry on contracts of every kind and nature that may be conducive to the accomplishment of any purpose of this corporation.

To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in, traffic as, owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and or personal property; to grant, sell and otherwise deal in franchises and licenses.

To factor, lend or borrow money, to be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures to other evidence thereof, and mortgage, trust deed, pledges or other securities for payment of same.

To act as agent, broker, or attorney in fact for any person, firm, or corporation Buying, selling, dealing in real or personal property or services of whatever nature or kind and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

To acquire, hold, undertake and fully exploit the good will, property, rights, franchise, assets of every kind and liabilities of any person, firm, association or corporation, whether wholly or partly; and to pay for the same in cash, stock or bonds of the company or otherwise.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and Trademarks, and any license or other interest therein and thereunder.

To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limits as to amounts and to secure the payment of money in any lawful manner.

To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for profit sharing, union or interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any other business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

To purchase, hold, sell, and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the corporation shall not voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum to vote.

To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, to which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holder of, or interested in any property or otherwise.

To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

#### **ARTICLE 111 – CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500) SHARES** of common stock, each share having a par value of **ONE (1.00) DOLLAR**.

**ARTICLE 1V – INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is **FIVE HUNDRED (500.00) DOLLARS.**

**ARTICLE V – TERM OF EXISTANCE**

This corporation shall have perpetual existence, unless sooner dissolved by law.

**ARTICLE V1 – INITIAL ADDRESS AND AGENT**

The street address of the initial registered and principal office of this corporation is -:

**1890 SERVICE ROAD, OPA LOCKA, FL 33054**

and the initial registered and principal agent of this corporation at that address is -:

**RIBBIT MONDALE CANTY**

**ARTICLE V11 – DIRECTORS**

This corporation shall have **ONE (1)** director initially. The number of directors may be increased or diminished from time to time, by the by-laws adopted by the stockholders, but shall never be less than **ONE (1)**. The name and address of the initial director is as follows -:

**RIBBIT MONDALE CANTY**

**1890 SERVICE ROAD  
OPA LOCKA, FL 33054**

**ARTICLE V111 – SUBSCRIBERS AND OFFICERS**

The name and street address of the initial subscriber and officer of this corporation and the number of shares of the **ONE (1.00) DOLLAR** par value common stock of this corporation which she agree to take is as follows -:

**RIBBIT MONDALE CANTY  
President/Secretary/Treasurer**

**100%**

**1890 SERVICE ROAD  
OPA LOCKA, FL 33054**

**ARTICLE 1X – INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is as follows -:

**RIBBIT MONDALE CANTY  
President/Secretary/Treasurer**

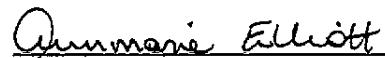
**1890 SERVICE ROAD  
OPA LOCKA, FL 33054**

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of June 1999.

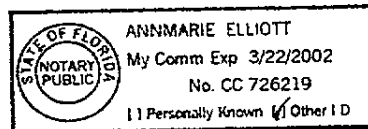
SIGNATURE:   
Ribbit Mondale Canty

STATE OF FLORIDA        }  
                                  }  
                                  } SS  
COUNTY OF MIAMI-DADE}

The foregoing instrument was acknowledge before me on this 23rd day of June, 1999, by Ribbit Mondale Canty, ~~President~~Secretary\Treasurer of PLAYA 2 PLAYA ENTERTAINMENT, INC. He produced Florida Driver License #C530-733-76-295-0 as identification.

  
AnnMarie Elliott  
Notary Public, State of Florida

MY COMMISSION EXPIRES:



**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida. The name of the corporation is -:

**PLAYA 2 PLAYA ENTERTAINMENT, INC.**

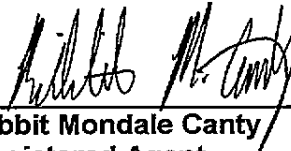
The name and address of the registered agent and office is -:

**NAME: Ribbit Mondale Canty**

**ADDRESS: 1890 Service Road, Opa Locka, Fl 33054**

**ACKNOWLEDGEMENT:**

Having been named as registered agent and to accept service of process for the above stated corporation at 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 provision of all Statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.



**Ribbit Mondale Canty**  
**Registered Agent**

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