

TRANSMITTAL LETTER
P99000106349

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

99 DEC -6 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Play World, Inc.
(Proposed corporate name / must include suffix)

200003062222--7
-12/06/99-01130--003
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Leysi Jorge
/ Name (Printed or typed)
2205 SW 60 Ave
Address
Miami FL 33155
City, State & Zip
(305) 884-0401
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

PH 12/8/99

ARTICLES OF INCORPORATION
OF
PLAY WORLD, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is:

PLAY WORLD, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of common stock of \$0.01 par value each.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock, or of any treasury common stock, shall have the right to purchase his pro-rata share of said stock (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others. "Pro-rata" means, in this Article, in the proportion the number of shares already owned by the shareholder bears to the total

number of shares of the corporation already issued and outstanding by the corporation.

In case any shareholder does not make use of his preemptive rights, such rights will accrue to the rest of the shareholders, also pro-rata.

ARTICLE V

Right of First Refusal

In the event a shareholder received a bona fide offer acceptable to him for the purchase of all or a portion of his shares (or any rights or interest therein), such shareholder (hereinafter referred to as the Offering Shareholder) shall give written notice of such offer to the Secretary of the Corporation and to all shareholders, by registered mail, at the addresses listed in the books of the corporation. The notice to the corporation shall be sent to the corporate office. The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the prices per share and all other terms and conditions of the proposed transfer.

On receipt of the notice with respect to such offer, the Corporation shall have the exclusive right and option, exercisable at any time during a period of fifteen (15) days from the date of said notice, to purchase the shares the corporation covered by the offer in question at the same price and on the same terms and conditions of the offer as set out in such notice.

If the Corporation decides to exercise such option, it shall give written notification of this effect to the shareholder desiring to sell, and said sale and purchase shall be closed within thirty (30) days thereafter. If the Corporation does not elect to exercise its option to purchase any or all of the offered shares, it shall, prior to the expiration of the fifteen (15) day period stated above, notify the other shareholders of its election and each of the remaining shareholders shall be entitled during a period of fifteen (15) days from the date of receipt of said notice, to

purchase that portion of the offered shares (not so purchased by the Corporation) that the number of shares held by him bears to the number of shares held by all shareholders electing to purchase (and actually purchasing the offered shares) on the same terms and conditions as are set out in the offer.

Each shareholder electing to purchase shall promptly give notice to the Secretary of the Corporation of the maximum number of offered shares that he is willing to purchase. If the other shareholders desire to purchase all of the shares that are subject to the offer, the Secretary shall give written notification of this effect to the offering shareholder desiring to sell, and said sale and purchase shall be closed within thirty (30) days thereafter. In the event that the other shareholders do not intend to purchase all of the offered shares, the offering shareholder shall have the right to transfer all of the offered shares which the other shareholders do not intend to acquire to the prospective purchaser, free and clear of any restrictions against transfer that might otherwise have been created by this article, provided, further, that the right of the corporation to exercise its option to purchase shall be subject to the laws of the State of Florida governing the rights of a corporation to purchase its own shares.

Similar rights of purchase or option to purchase will accrue to the corporation and to the rest of the shareholders in case anyone of such shareholders becomes disabled, bankrupt, files for voluntary bankruptcy or someone files to have him declared bankrupt (unless the case is dismissed by the court within a reasonable time), makes an assignment in favor of creditor, or dies. The purchase price per share of stock in this case will be determined by evaluation to be made as of about the middle of this fiscal year of the corporation by an outside, independent appraiser, who will determine, as exactly as possible, the value of such share, using generally accepted accounting methods. The same right shall accrue to the corporation or to the rest of the shareholders, if the shares of a shareholder are

levied upon, or sold, either publicly or privately, as a consequence of the existence of any security interest in them, or any similar matter.

ARTICLE VI

Initial Registered Office and Agent

The initial registered office of this corporation is:
2205 SW 60 AVE, MIAMI, FL 33155
and the name of the Registered Agent at said Registered Office is: LEYSI JORGE.

ARTICLE VII

Principal Office of the Corporation

The initial street address of the principal office of this corporation is: 445
SW 27TH ROAD, MIAMI, FL 33129.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The initial director of this corporation are:

Name:

EDUARDO SOTOLONGO

Street Address:

445 SW 27TH ROAD, MIAMI, FL 33129

ARTICLE IX

Incorporators

The name of the person signing these Articles as the Incorporator of the Corporation is: EDUARDO SOTOLONGO.

ARTICLE X

Officers

This Corporation shall have the following officers:

President, Vice President, Treasurer, and Secretary, but other officers may be created by the bylaws.

The initial officers of the Corporation are:

President: EDUARDO SOTOLONGO

Vice President: EDUARDO SOTOLONGO

Treasurer: EDUARDO SOTOLONGO

Secretary: LEYSI JORGE

ARTICLE XI

Bylaws

The power to adopt, alter, amend or repeal bylaws, shall be vested in the Board of Directors, and in the meeting of a majority of the shareholders, acting either together or independently of each other.

ARTICLE XII

Procedure in Case of Stalemate

In case of stalemate in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek the dissolution of the corporation, but instead, the dispute shall be submitted for decision to a panel of three (3) attorneys designated by the Florida Bar in the field of Corporations; two of such attorneys shall be selected, one each, by the parties in stalemate; the third shall

be chosen by the two attorneys selected by the parties in stalemate. If any party refuses to appoint an attorney, then any party may petition the Dade County Bar Association to nominate, in the stead of the non-nominating party, an attorney designated in the field of Corporations, and the attorney or attorneys so nominated shall be considered as nominated by the party or parties who have refused or neglected to nominate pursuant to this Article.

The decision of the above panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the Board of Directors and/or the shareholders. The Corporation shall bear the costs incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XIII

Date of Commencement and Duration of Corporate Existence

The effective date of this Corporation is the date of filing with the Secretary of State. This corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of December, 1999.



EDUARDO SOTOLONGO

STATE OF FLORIDA)
COUNTY OF DADE) SS

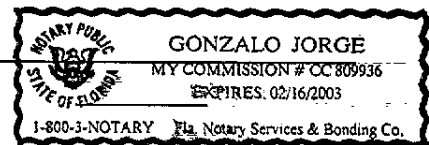
The foregoing Articles of Incorporation was acknowledged before me this 2nd
day of December, 1999, by Eduardo Sotolongo, who is personally
known to me, who did take an oath, and who acknowledged before me that he
executed the same.

X

Name: Gonzalo Jorge

NOTARY PUBLIC STATE OF
FLORIDA

Commission No.:



My Commission Expires on:

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said Act:

That PLAY WORLD, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, State of Florida, has named LEYSI JORGE, located at 2205 SW 60TH AVENUE, in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

A handwritten signature in cursive script, reading "Leysi Jorge", is written over a horizontal line.

LEYSI JORGE

As Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA