

F04000002070

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

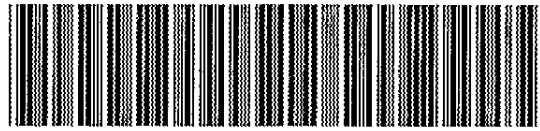
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Atticus Law, L.L.C.
A Professional Limited Liability Company



April 6, 2004

Florida Division of Corporations
Registration Section
409 East Gaines St.
Tallahassee, FL 32399

Re: Application by Foreign Corporation for Authorization to Transact
Business in Florida – **Requesting Corporation: 3-2-1 Play, Inc.**

Please accept this letter as our request to register 3-2-1 Play, Inc. to transact business in the state of Florida. Enclosed in this packet you will find the following required documentation and registration fee:

- Check in the amount of Seventy Dollars (\$70.00) made payable to Florida Division of Corporations for the registration fee.
- An original Certificate of Existence issued no more than 90 day ago from the state of New York,
- The completed transmittal letter
- The completed application

Should you have any questions regarding this request or if I have failed to include any of the necessary required documentation please contact me as soon as possible. Thank you for your assistance with this request.

Kind Regards,

Bridget Anderson
Atticus Law, LLC

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 3-2-1 Play, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

David G. Zanardi
(Name of Person)

Atticus Law, LLC
(Firm/Company)

425 N. Flagler Drive Suite 508
(Address)

West Palm Beach, FL 33410
(City/State and Zip code)

For further information concerning this matter, please call:

David Zanardi at (703) 476-4270
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. 3-2-1 Play, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York (State or country under the law of which it is incorporated) 3. 32-009-03910 (FEI number, if applicable)

4. March 1, 2004 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. March 25, 2004 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 226 Friendly Lane Jericho, NY 11753 (Principal office address)

same as above (Current mailing address)

8. Internet Auctions (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: David G. Zanardi

Office Address: 425 N. Flagler Dr #508 West Palm Beach, Florida 33410 (City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: MR. Gerald C. Parker

Address: 025 N. Flagler Drive Suite 508
West Palm Beach, FL 33410

Vice Chairman: _____

Address: _____

Director: MR. Alan Smith

Address: 025 N. Flagler Drive Suite 508
West Palm Beach, FL 33410

Director: MR. Robert W. Pearce

Address: 025 N. Flagler Drive Suite 508
West Palm Beach, FL 33410

B. OFFICERS

President: Alina Mezhdosky

Address: 26 Friendly Lane
Jericho, NY 11753

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. MR. Gerald Parker Chairman

(Typed or printed name and capacity of person signing application)

State of New York | **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of 3-2-1 PLAY, INC. was filed on 08/22/2003, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of April
two thousand and four.*



Secretary of State

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