

P97000 105436

Requestor's Name  
 Deborah Topping Mathews, P.A.  
 Attorney At Law  
 10000 Stirling Road, Suite 1  
 Cooper City, Florida 33024

Office Use Only

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

1. The Player Corp.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

FILED STATE  
 SECRETARY OF CORPORATIONS  
 DIVISION OF CORPORATIONS  
 97 DEC 16 AM 9:19

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input 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

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 -11/03/97--01165--005  
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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

~~1097-251102~~  
 12-16-97  
 11-5-97  
 DS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 5, 1997

DEBORAH TOPPING MATHEWS, P.A.  
10000 STIRLING RD., SUITE 1  
COOPER CITY, FL 33024

SUBJECT: THE PLAYER CORP.  
Ref. Number: W97000025165

We have received your document for THE PLAYER CORP. 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) 487-6995.

Wanda Sampson  
Document Specialist

Letter Number: 397A00053589

ARTICLES OF INCORPORATION

OF

BabyHead Inc.


SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 16 AM 9:19

The undersigned, for the purpose of forming a Corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME:

The name of this Corporation is BabyHead Inc. The principal place of business of this corporation shall be:

NE   
3650 ~~NEW~~ 201 Street  
Aventura, FL 33180

ARTICLE II

NATURE OF BUSINESS:

This Corporation may engage in any activity of business permitted under the laws of the United States of America and/or of the State of Florida.

ARTICLE III

CAPITAL STOCK:

This Corporation is authorized to issue one hundred (100) shares of stock, with a par value of One (1.00) Dollar.

ARTICLE IV

TERM OF EXISTENCE:

This Corporation is to exist perpetually.

ARTICLE V

PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale of any new stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his pro rata share thereof at a price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT:

The street address of the initial registered office of this Corporation is 3650 NE 201 Street, Aventura, FL 33180. The registered agent of this Corporation at that address is MICHAEL GAYNOR.

ARTICLE VII

DIRECTORS:

The business of this Corporation shall be managed by the Shareholders of this Corporation, and such Shareholders shall be deemed Directors of the Corporation. The name and address of the initial Shareholders and Directors are:

ADAM GAYNOR, President  
(100% SHAREHOLDER)  
3650 NE 201 Street  
Aventura, FL 33180

SHERI GAYNOR PUTNAM, Vice President  
3650 NE 201 Street  
Aventura, FL 33180

ARTICLE VIII

SUBSCRIBERS/INCORPORATORS:

The name and street address of the person executing these Articles of Incorporation as subscriber/incorporator is:


MICHAEL GAYNOR, Subscriber/Incorporator  
3650 NE 201 Street  
Aventura, FL 33180

ARTICLE IX

POWERS:

This Corporation shall have all of the powers enumerated for Corporations under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned subscribers/incorporator has executed these Articles of Incorporation on the 11 day of December, 1997.

  
MICHAEL GAYNOR

STATE OF FLORIDA  
COUNTY OF Broward

The foregoing instrument was sworn to and subscribed before me by MICHAEL GAYNOR, this 11 day of December, 1997, who:

- is/are personally known to me;
- produced current Florida Driver's License(s) as identification
- produced \_\_\_\_\_ as identification

  
SIGNATURE OF NOTARY

DEBORAH MATHEWS  
PRINTED NAME OF NOTARY

COMMISSION NO.:  
MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

BabyHead Inc.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PLACE OF BUSINESS AT STATE OF FLORIDA HAS NAMED MICHAEL  
GAYNOR LOCATED AT 3650 NE 201 STREET, CITY OF AVENTURA, STATE OF FLORIDA,  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA

BY: 

MICHAEL GAYNOR,  
SUBSCRIBER/INCORPORATOR

DATED: 12/11/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE  
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF  
SECTION 607.325 FLORIDA STATUTES.

BY: 

MICHAEL GAYNOR, REGISTERED AGENT

DATED: 12/11/97

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS