

2457680

**FILED**  
in the office of the Secretary of State  
of the State of California

FEB 6 2003

*Kevin Shelley*  
KEVIN SHELLEY, SECRETARY OF STATE

**ARTICLES OF INCORPORATION**

**OF**

**PlayPhone Inc.**

**I**

**The name of this corporation is PlayPhone Inc.**

**II**

**The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporation Code.**

**III**

**The name and address in the State of California of this corporations' initial agent for service of process is:**

**JEFFREY C. LEE  
490 SOUTH FAIR OAKS AVENUE  
PASADENA, CALIFORNIA 91105**

**IV**

**The corporation is authorized to issue only one class of shares of stock. The total number of shares which this corporation is authorized to issue is Fifty Million (50,000, 000) shares.**

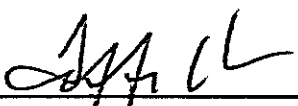
**V**

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.


**VI**

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

Dated: February 6, 2003

  
\_\_\_\_\_  
JEFFREY C. LEE,  
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
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JEFFREY C. LEE,  
Incorporator