

29350651

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

NOV 16 2006

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

PLAYPHONE, INC.
(Name of Corporation)

_____, a corporation organized and existing under the

laws of Delaware makes the following statements and designation:

1. The address of its principal executive offices is 5300 Stevens Creek Blvd., #460, San Jose, CA 95129

2. The address of its principal office in the State of California is 5300 Stevens Creek Blvd., #460,
San Jose, CA 95129

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA
(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

Ron Czerny a natural person residing in the state of
California, whose complete address is 5300 Stevens Creek Blvd., #460, San Jose, CA 95129

_____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

_____, a corporation organized and existing
under the law of _____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

**NOTE: Corporate agents must have complied with California Corporations Code Section 1505
prior to designation**

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to
service of process on the Secretary of State of the State of California if the agent so designated or the
agent's successor is no longer authorized to act or cannot be found at the address given.


(Signature of Corporate Officer)

Ron Czerny, President
(Type Name and Title of Officer Signing)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PLAYPHONE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PLAYPHONE, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5200847

DATE: 11-16-06