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(Business Entity Name)

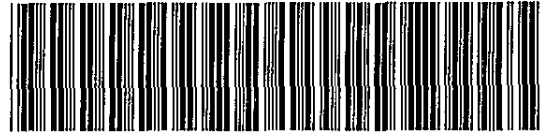
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cottonfauls Inc

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
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Name _____ Date _____ Time _____

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**ARTICLES OF INCORPORATION
OF
COTTONTAILS, INC.**

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TALLAHASSEE, FLORIDA
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The undersigned incorporator to these Articles of Incorporation adopts these Articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

COTTONTAILS, INC.

ARTICLE II - PURPOSE

This corporation is formed primarily to engage in providing opportunities for social activities to an adult clientele. In addition, the corporation may invest any funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of production services, or any other lawful purpose.

ARTICLE III - DURATION

This Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with their Department of State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One (\$1.00) dollar per common value stock which shall be designated as "Common Shares" and shall be the sole class of stock that this corporation is authorized to issue. The capital stock of this corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this Corporation is 4613 N. University Drive, # 242, Coral Springs, Florida 33067, and the name of the initial registered agent of this corporation is **JEFFREY H. MINDE, ESQ.** The street address of the initial principal office of this Corporation is 4613 N. University Drive, # 242, Coral Springs, Florida 33067.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (1) Director constituting the Board of Directors. The numbers of Directors may be either increased or diminished from time to time pursuant to the By-Laws of this Corporation; however, there shall always be a minimum of one (1) Director and never more than five (5) Directors. The name and address of the initial Directors of this Corporation is:

1. **JEFFREY H. MINDE**
4613 N. University Drive, # 242, Coral Springs, Florida 33067

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles is:

JEFFREY H. MINDE, ESQ.
4613 N. University Drive, # 242, Coral Springs, Florida 33067

ARTICLE VIII - POWERS AND RESTRICTIONS

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of this corporation by any of its shareholders, including, but not limited to, the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of the stock. No shareholder of this corporation may sell or transfer his stock in this corporation, except to another individual who is eligible to be a shareholder of this corporation and whose ownership of stock in this corporation would not disqualify the corporation from a Subchapter S election pursuant to Section 1362 of the Internal Revenue Code, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon shareholders are subject to this reservation.

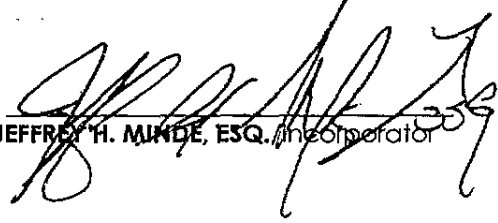
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - TAX ELECTION

This professional services corporation, within the time provided for by law, shall be a Subchapter "S" election pursuant to section 1362(a) of the Internal Revenue Code of 1986, as amended. No person may become a shareholder of this corporation unless they consent to this election and are not otherwise unqualified to so elect. This article shall be ineffective if one hundred (100%) percent of the shareholders affirmatively decline the section 1362(a) election.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 23 day of July, 2003.


JEFFREY H. MINDE, ESQ., Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared **JEFFREY H. MINDE, ESQ.**, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person: Jeffrey H. Minde, Esq. and that an oath was taken.

July **WITNESS** my hand and official seal in the County and State last aforesaid this 23rd day of July, A.D., 2003.



Sherry Lynn Virostko
MY COMMISSION # DD123621 EXPIRES
June 14, 2006
BONDED THRU TROY FAIN INSURANCE, INC

Sherry Lynn Virostko
Notary Public
State of Florida
My Commission Expires: 6/14/06
Sherry Lynn Virostko
Printed Name of Notary

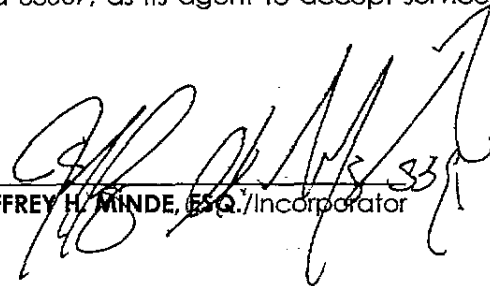
DESIGNATION OF REGISTERED AGENT

FOR

COTTONTAILS, INC.

In compliance with the Section 607.0501, Florida Statutes, **COTTONTAILS, INC.**, desiring to organize and qualify under the laws of the State of Florida, hereby names **JEFFREY H. MINDE, ESQ.**, located at, 4613 N. University Drive, # 242, Coral Springs, Florida 33067, as its agent to accept service of process within Florida.

Dated: 7/23/03

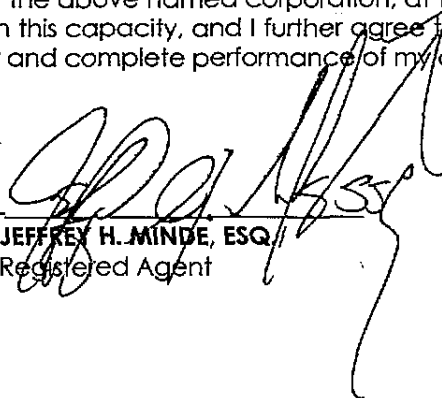


JEFFREY H. MINDE, ESQ./Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named 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.

Dated: 7/23/03



JEFFREY H. MINDE, ESQ.
Registered Agent

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