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Scott D. LaRue
Attorney at Law
2401 West Bay Drive, Suite 101
Largo, Florida 33770
(727) 518-1979

March 10, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation, *Sparxxx Entertainment, Inc.*

Dear Sir or Ma'am:

Please file the Articles of Incorporation for *Sparxxx Entertainment, Inc.*

Two original Articles are enclosed along with an Acceptance of Designation as Registered Agent and a check in the amount of \$70.00 dollars made payable to The Secretary of State. The check represents payment of the following fees:

Filing Fees:	\$35.00
Registered Agent	
Designation:	<u>\$35.00</u>
Total:	\$70.00

Please send the date-stamped copy of the Articles to me at the address set forth above. If you have any questions, please contact my office.

Very truly yours,


Scott D. LaRue

**ARTICLES OF INCORPORATION
OF
SPARXXX ENTERTAINMENT, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation is **Sparxxx Entertainment, Inc.**

ARTICLE II ADDRESS

The corporation's address is **12925 129th Ave. North, Largo, FL 33774.**

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence **March 10, 2006**; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these articles of incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue **100** shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is **2660 High Ridge Dr., Lakeland, FL 33813** and the initial registered agent at that same address is **Todd "Nick" Sparks.**

ARTICLE VII INITIAL DIRECTORS

The following individuals will be the initial directors of the corporation:

***Todd "Nick" Sparks
Brandie May Lawson***

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The initial directors will hold office for the first year of the corporation's existence and until their successors are duly elected and qualified, subject to their earlier resignation, or their removal from office by the shareholders of the corporation at any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is *Todd "Nick" Sparks, 12925 129th Ave. North, Largo, FL 33774.*

The undersigned incorporator has executed these Articles of Incorporation this 10 day of MARCH, 2006.



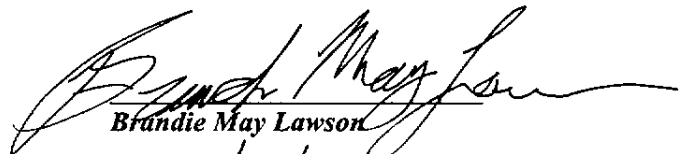
Todd "Nick" Sparks, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, hereby accepts his designation as registered agent of corporation set forth below and acknowledges that he is familiar with and understands the obligations of this position.

1. The name of the corporation is *Sparxxx Entertainment, Inc.*
2. The name and address of the registered agent is:

Brandie May Lawson
12925 129th Ave. North
Largo, FL 33774


Brandie May Lawson
Date: 3/10/06

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NOTICE OF DESIGNATION