

P96000088095

August 21, 1956

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 323

Re: Articles of Incorporation of "SENSUAL ADVENTURES, ETC."

To Whom it May Concern:

Enclosed please find the original and one copy of Articles of Incorporation with regard to the above-referenced corporation.

Enclosed is a money order in the amount of \$78.50 which covers all filing fee charges and the cert. of status fee.

There is a RETURN *Federal Express* (Pre-Paid) ENVELOPE enclosed. Please return the Articles in same in order to expedite matters.

Thank you for your cooperation in this regard.

200001943692
-09/10/96--01132--010
*****78.50 *****78.50

filing fee \$34.00
registered agent fee \$35.00
certificate of status fee \$ 8.50

W96-19230

AL OCT 25 1956

RECEIVED
OCT 25 11 24 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1996

ALMA SUSSMAN
11366 N.W. 14TH COURT
PEMBROKE PINES, FL 33026

SUBJECT: SENSUAL ADVENTURES, ETC.
Ref. Number: W96000019230

We have received your document for SENSUAL ADVENTURES, ETC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return 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 (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 296A00042469

Corrections have been made

ARTICLES OF INCORPORATION

FILED

OF

96 OCT 25 11 3:19

" SENSUAL ADVENTURES, ETC. INC. "

16
10/25/96

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: "SENSUAL ADVENTURES, ETC. INC"

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business(es), proposed object(s), and/or purpose(s) to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be:

- A. The sale and distribution of lingerie, under-garments swimwear, houserobes, clothing, including but not limited to

these items, to and for the use of females, males, children and elderly of all sizes - retail and wholesale purposes.

B. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

C. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

D. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business(es), purpose(s), or object(s) of, or attaining to the business(es), purpose(s), or object(s) of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

ARTICLE IV

Capitalization

The amount of capital with which this Corporation will begin business shall be 100 shares at \$10.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (Common and/or Preferred) when and for such consideration as may be determined from time to time by the

Board of Directors at a meeting of the Board of Directors called for that purpose.

ARTICLE V

Directors

The business(es), purposes(s), and object(s) of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of One (1) Director who shall act as its Chairmen and who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the initial Director(s) is:

Alma Sussman
8967 Taft Street
Pembroke Pines, Florida 33026
Phone No.# 954-704-4114

Saundra Lien
8967 Taft Street
Pembroke Pines, Florida 33026
Phone NO.# 954-407-4114

ARTICLE VI

Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit

and/or furtherance of the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all of its Subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However, the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection(s) of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

The name(s) and address(es) of the initial Officers is:

1. ALMA SUSSMAN - President
8967 Taft Street
Pembroke Pines, Florida 33026
Phone No.# 954-704-4114

2. SAUNDRA LIEN - *Secretary*
8967 Taft Street *Treasurer*
Pembroke Pines, FL 33026
Phone No.# "SAME"

ARTICLE VII

Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 8967 Taft Street, Pembroke Pines, Florida

The Board of Directors may from time to time ³³⁰²⁶ move the Principal Office to any other address that the Board of Directors considers to be in the best interest of this Corporation.

ARTICLE VIII

Subscriber

The name(s) and address(es) of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of

Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Name & Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
1. Alma Sussman 0967 Taft Street Pembroke Pines, FL 33026	50	\$10.00 (per share)
2. Sandra Lien 0967 Taft Street Pembroke Pines, FL 33026	50	\$10.00 (per share)

ARTICLE IX

Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

ARTICLE X

Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all Subsidiaries thereof.

ARTICLE XI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of one) of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

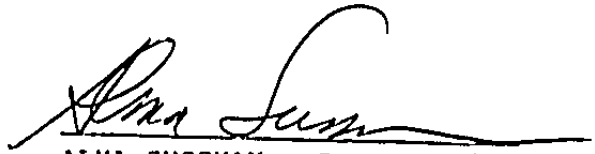
ARTICLE XIII

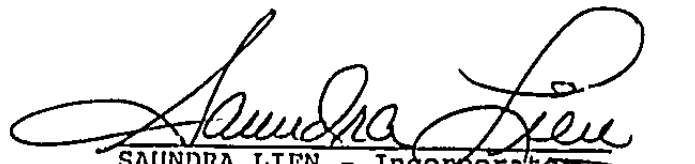
ByLaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purposes(s), and/or object(s) of this Corporation.

WHEREFORE; for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned has

have made, subscribed to, executed, and acknowledges these
ARTICLES OF INCORPORATION this 21st day of August,
A.D., 1996.


ALMA SUSSMAN - Incorporator


SAUNDRA LIEN - Incorporator


A F F I D A V I T

STATE OF FLORIDA

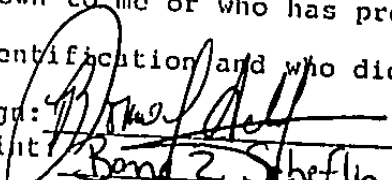
COUNTY OF BROWARD

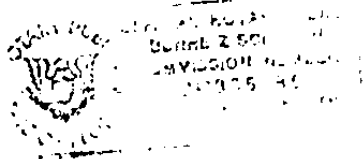
BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, Alma Sussman the undersigned officer duly authorized to administer oaths and take acknowledgements to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be her free act and deed for the uses, purposes, and objects therein mentioned .


Alma Sussman - Incorporator.

The foregoing instrument was acknowledged before me this 21st day of August, 1996., by ALMA SUSSMAN, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

Sign: 
Print: Bond Z. Sheflin
Notary Public, State of Florida
My Commission Expires:

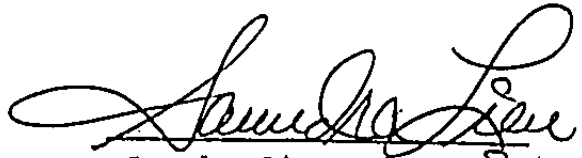


A P P I D A V I T

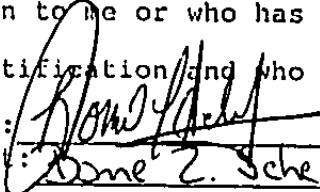
STATE OF FLORIDA
COUNTY OF BROWARD

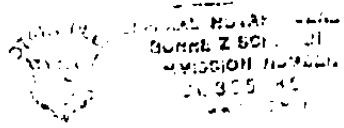
BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, Sandra Lien the undersigned officer duly authorized to administer oaths and take acknowledgements to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be her free act and deed for the uses, purposes, and objects therein mentioned .


Sandra Lien - Incorporator.

The foregoing instrument was acknowledged before me this 21st day of August, 1996, by SAUNDRA LIEN, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

Sign: 
Print: Doreen Z. Schefflin
Notary Public, State of Florida
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

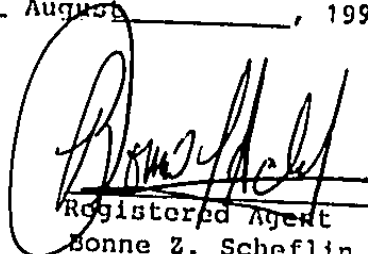
The name of the corporation is: "SENSUAL ADVENTURES, ETC. INC."

The name and address of the registered agent and office is:

BONNE Z. SCHEFLIN, ESQ.
11366 N.W. 14th Court
Pembroke Pines, Florida 33026

Having been named as registered and to accept service of process for the above stated corporation at the place designated in this certificate, I heroby agree the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 21st day of August, 1996.



Registered Agent
Bonne Z. Scheflin, Esq.

FILED
95 OCT 25 3:19
TALLAHASSEE
FLA

P96000088095

TO: Secretary of State, Division of Corporations:
Amendment Section:

Enclosed please find an original and one(1) copy of
Amended Articles of Incorporation for: SENSUAL ADVENTURES, ETC. INC.

Please record same. I would appreciate a return filed/stamped
copy. Enclosed is a money order in the amount of \$35.00 dollars-
(the filing fee for articles of amendment).

For your convenience, there is a PRE-PAID RETURN Federal
Express envelope for the mailing back of same.

300002074719-1-3
-01/31/97--01037--008
*****35.00 *****35.00

Thank You for your cooperation

If any questions please call - (305) 651-9292.

Document Number = P96000088095

Sandra Lien
1689 N. Hiatus Rd.
Dembroke Pine, FL 33026

Amend

VS JAN 29 1997

FILED
97 JAN 22 PM 3:58
RECEIVED
97 JAN 22 AM 9:48
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SENSUAL ADVENTURES, ETC. INC.

FILED
97 JAN 22 PM 3:58
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amended-ARTICLE VIII

Subscriber - Article VIII

The name(s) and address(es) of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names & Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
1. Alma Sussman 8967 Taft Street Pembroke Pines, FL 33026	49	\$10.00 (per share)
2. Saundra Lien 8967 Taft Street Pembroke Pines Fl 33026	51	\$10.00 (per share)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Reclassification stated above.

THIRD: The date of each amendment's adoption: October 28, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28 day of October, 19 96

Signature

Sandra Lien, Sec'y / Treas.

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

SAUNDRA LIEN

Typed or printed name

SECRETARY / TREASURER

Title