

P97000109109



ACCOUNT NO. : 072100000032

REFERENCE : 654384 4307842

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 122.50

ORDER DATE : December 31, 1997

ORDER TIME : 10:34 AM

ORDER NO. : 654384-005

CUSTOMER NO: 4307842

100002387031--3

CUSTOMER: Ms. Haley Watkins
MARTIN ADE BIRCHFIELD &
MICKLER, P.A.
One Independent Dr., Ste 3000
Post Office Box 59
Jacksonville, FL 32201

DOMESTIC FILING

NAME: LIBERATOR CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

FILED
97 DEC 31 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12/31/97

ARTICLES OF INCORPORATION **FILED**

OF

97 DEC 31 PM 1:40

LIBERATOR CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be Liberator Corp., and it is hereinafter referred to as the "Corporation".

ARTICLE II

PURPOSES, OBJECTS AND POWERS

The purpose and object of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be 7801 S.E. 58th Avenue, Ocala, Florida 34480 and the initial mailing address shall be P.O. Box 1476, Ocala, Florida 34478-1476.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the state of Florida is 7801 S.E. 58th Avenue, Ocala, Florida 34480. The name of the Corporation's registered agent at such address is Dirk J. Leeward.

ARTICLE V

CAPITAL STOCK

The Corporation shall have authority to issue one thousand (1,000) shares of common voting stock, \$0.01 par value per share.

ARTICLE VI

INCORPORATOR

The name and mailing address of the incorporator is:

Incorporator

Mailing Address

Dirk J. Leeward

P.O. Box 1476
Ocala, Florida 34478-1476

ARTICLE VII

AMENDMENT TO BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any bylaw whether adopted by them or otherwise.

ARTICLE VII

DIRECTORS' LIABILITY

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of act or omission occurring prior to the time of such amendment, modification or repeal.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has set his hand and seal this 30th day of December, 1997.



Dirk J. Leeward, Incorporator

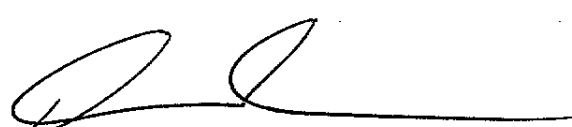
CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF **FILED**
REGISTERED AGENT OF
LIBERATOR CORP.

97 DEC 31 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes,
the undersigned, having been designated as the initial Registered
Agent for the service of process within the State of Florida upon
Liberator Corp., a corporation organized under the laws of the
State of Florida, does hereby accept the appointment as such
Registered Agent for the above-named corporation, and does hereby
agree to comply with the provisions of Section 48.091(2) relative
to keeping open the Registered Office of said corporation, which
Registered Office is located at 7801 S. E. 58th Ave., Ocala,
Florida 34480.

IN WITNESS WHEREOF, I, such designated Registered Agent, have
hereunto set my hand and seal in Ocala, Marion County, Florida, on
this 30th day of December, 1997.


Dirk J. Leeward
Registered Agent