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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

800002470898-6
 -03/27/98-01076-009
 *****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SEXO PLUS DIRECT, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
98 MAR 30 PM 12: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
 Pick up time 2.0
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 MAR 27 AM 11: 49
DIVISION OF CORPORATION

W98-6915
K. Rolfe MAR 27 1998

K. Rolfe
CR2E031(9/92) MAR 30 1998

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1998

LAZARUS

MIAMI, FL

SUBJECT: SEXO PLUS DIRECT, INC.
Ref. Number: W98000006915

We have received your document for SEXO PLUS DIRECT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of 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 (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 398A00016636

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DIVISION OF CORPORATION

FILED
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SEXO PLUS DIRECT, INC.

ARTICLE I - NAME

The name of this corporation is SEXO PLUS DIRECT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 SHARES of common stock at \$ 10.00.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: 782 N.W. 42 Ave. #428 Miami, FL. 33126 .

The name of the initial registered agent of this corporation at that address is CIRO ESPINOSA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 4 directors initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws. The names and addresses of the initial directors of this corporation are:

<u>Barbara Mosquera</u>	<u>782 N.W. 42 Ave.</u> <u>Miami, FL. 33126</u>
<u>Ciro Espinosa</u>	<u>782 N.W. 42 Ave.</u> <u>Miami, FL. 33126</u>
<u>Gaspar M. Betancourt</u>	<u>2729 S.W. 2 Street</u> <u>Miami, FL. 33135</u>
<u>Elena Betancourt</u>	<u>2729 S.W. 2 Street</u> <u>Miami, FL. 33135</u>

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>Ciro Espinosa</u>	<u>782 N.W. 42 Ave. # 428</u> <u>Miami, FL. 33126</u>
<u>Gaspar M. Betancourt</u>	<u>2729 S.W. 2 Street</u> <u>Miami, FL. 33135</u>

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

<u>Barbara Mosquera</u>	<u>33 1/3</u>	<u>%</u>	SHARES
<u>Ciro Espinosa</u>	<u>33 1/3</u>	<u>%</u>	SHARES
<u>Gaspar Betancourt</u>	<u>16</u>	<u>%</u>	SHARES
<u>Elena Betancourt</u>	<u>17 1/3</u>	<u>%</u>	SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors each shareholders entitled to vote at such election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such number of such candidates.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

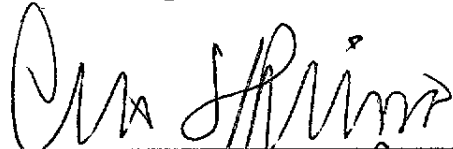
ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

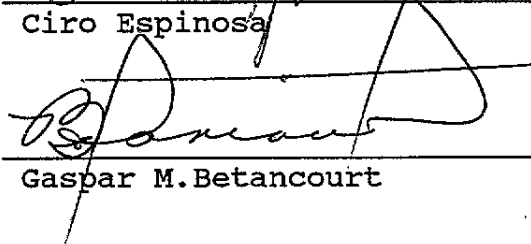
ARTICLE XV - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16 day of March, 1998.



Ciro Espinosa

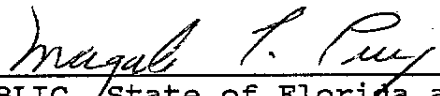


Gaspar M. Betancourt

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Ciro Espinosa, Gaspar M. Betancourt to me known to be the person described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 16 day of March, 1998.



NOTARY PUBLIC, State of Florida at large

My Commission Expires:

OFFICIAL NOTARY SEAL
MAGALI L. PUIG
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC413784
MY COMMISSION EXP. OCT. 16, 1998

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Services of Process Within This State, Naming Agent
Upon Whom Process May Be Served and Names
and Addresses of the Officers
and Directors

Sexo Plus Direct, Inc.

The following is submitted, in compliance with Chapter 48.091,
Florida Statute: Sexo Plus Direct, Inc.
a corporation organized or organizing under the laws of the State
of Florida with its principal office at 782 N.W. 42 Ave. #428 in
the city of Miami, county of Miami Dade, State of Florida has named
Ciro Espinosa, located at 782 N.W. 42 Ave. #428
Miami, FL. 33126 County of Miami Dade, State of Florida as its
agent to accept service of process within this State.

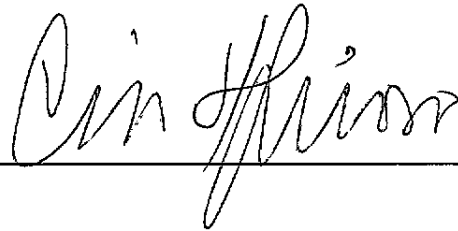
<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
<u>Barbara Mosquera</u>	<u>Pres</u>	<u>782 N.W. 42 Ave. #428</u> <u>Miami, FL. 33126</u>
<u>Ciro Espinosa</u>	<u>Sec</u>	<u>782 N.W. 42 Ave. #428</u> <u>Miami, FL. 33126</u>
<u>Gaspar Betancourt</u>	<u>Treas</u>	<u>2729 S.W. 2 Street</u> <u>Miami, FL. 33135</u>
<u>Elena Betancourt</u>	<u>VICE PRES</u>	<u>2729 S.W. 2 Street</u> <u>Miami, FL. 33135</u>

FILED

98 MAR 30 PM 12: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS:

NAME	SPECIFIC ADDRESS
_____	_____
_____	_____
_____	_____

BY 

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

