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Transmittal Letter

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

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-08/10/98--01064--012
*****78.75 *****78.75

Subject: BIAproductions, Inc.

Enclosed is an original and one (1) copy of the "Articles of Incorporation", and a check for \$78.75. For the filing fee and certificate receipt.

From: BIAproductions.Net
614 El Prado
West Palm Beach, FL 33405
Suzanne M. Kenney
(561) 659-6236

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Articles of Incorporation

Article I Name

The name of the corporation shall be BIAproductions, Inc.

Article II Principal Office

The principal place of business and mailing address of this corporation shall be 614 El Prado, West Palm Beach, FL 33405.

Article III Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

Article IV Initial Registered Agent and Street Address

The name and address of the initial registered agent is BIAproductions, Inc., Suzanne M. Kenney, 614 El Prado, West Palm Beach, FL 33405, (561) 659-6236.

Article V Incorporators

Suzanne M. Kenney, President, 614 El Prado, West Palm Beach, FL 33405, (561) 659-6236.

The undersigned incorporators have executed these articles of Incorporation this 26th day of July, 1998,


President Signature

Article VI Purpose of Corporation

To engage in an "adult content" Internet/On-Line business, and the doing of any other business and contracting work incidental to or connected with such work.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful or activity for which a corporation may be organized under their General Corporation Law of Florida.

Article VII Powers of the Corporation, Board of Directors, and Shareholders

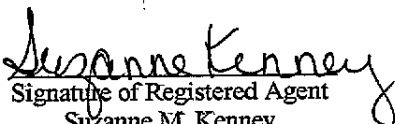
All matter/voting affecting the corporation and ownership of stock are the sole discretion of Suzanne M. Kenney.

Certificate of Designation of Registered Agent/Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BIAproductions, Inc.
2. The name and address of the registered agent and office is:
Suzanne M. Kenney
BIAproductions, Inc.
614 El Prado
West Palm Beach, FL 33405

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


Signature of Registered Agent
Suzanne M. Kenney


Date.

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