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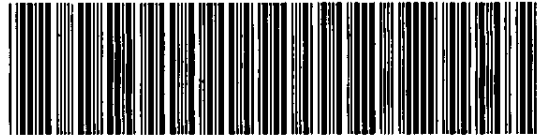
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS 11/20

J & C Offices, Inc
237 NW 12TH Ave Ste F
Miami FL 33128
Tel 305 324-4430 Fax 305 324-1020

Please return Articles To:

J & C Offices, Inc
237 NW 12th Ave STE F
Miami FL 33128

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLIMAX PALACE, INC

I, the undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of the Several Acts of Legislature of the State of Florida, do hereby subscribe to these Articles of Incorporation:

ARTICLE I

The name of the corporation is; **CLIMAX PALACE, INC**

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in the business of adult novelties retail sales, as well as other business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge sell assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description except that it is not to conduct a banking safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trade marks and licenses, in the state of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, and sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation in the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares at one (1) Dollar par value.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation will begin business is not less than One Thousand (1,000) Dollars.

ARTICLE V
TERMS OF EXISTENCE

This corporation is to exist perpetually

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The initial street address in this state of the principal office of this corporation is: 932 W 79th PL Hialeah FL 33014. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE VII
INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is: **Luis Yance, 932 W 79th PL Hialeah FL 33014.**

SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Luis Yance President	932 W 79 th PL Hialeah FL 33014	100%	To be assigned

REGISTERED AGENT

The initial designation of the registered office of this corporation shall be 932 W 79th PL Hialeah FL 33014, and the registered Agent shall be Luis Yance 932 W 79th PL Hialeah FL 33014 Pursuant to Florida Statutes Section 607.164, having been named to accept to act in the capacity, and to comply with the provisions of the Act relative to keeping open said office.

By: Luis Yance
Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I, **HEREBY CERTIFY** that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgements, personally appear **Luis Yance**. To me known to be the person described as Registered Agent, in and who execute the foregoing Articles of Incorporation, acknowledged before me that executed those Articles of Incorporation.

WITNESS my hand and seal, in the County and State named above, this 14 day of

NOV 20 09
NOTARY PUBLIC-STATE OF FLORIDA
Carlos F. Molina
Commission # DD495344
Expires: JAN. 15, 2010
Notary Seal of Atlantic Bonding Co., Inc.
My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set out hands and seals this 14 day of NOV 20 09

Luis Yance
President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I **HEREBY CERTIFY** that on this day, before me, a Notary Public of the state of Florida duly authorized in the state and county named above, to take acknowledgements, personally appeared **Luis Yance**, to me known to be the persons described as subscribers in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal, in the County and State named above, this 14 day
of NOV 2009

NOTARY PUBLIC-STATE OF FLORIDA
 Carlos F. Molina
Commission # DD495344
Expires: JAN. 15, 2010
Bonded thru Atlantic Bonding Co., Inc.

NOTARY-PUBLIC
MY COMMISSION EXPIRES:
J&C OFFICES, INC
237 NW 12TH AVE STE F
MIAMI FL 33128.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA