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FOREIGN PROFIT/NONPROFIT CORPORATION

PENTHOUSE MEDIA GROUP INC.

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FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. McKnight APR 18 2006



April 17, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations
CORPORATION SERVICES COMPANY

SUBJECT: PENTHOUSE MEDIA GROUP INC.
REF: W06000018013

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FAX Aud. #: H06000094431
Letter Number: 406A00025910

P.O BOX 6327 - Tallahassee, Florida 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Penthouse Media Group Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Nevada 3. 13-3750988
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 1/17/2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 4/1/2006
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 6800 Broken Sound Parkway, Boca Raton, FL 33487
(Principal office address)
- 6800 Broken Sound Parkway, Boca Raton, FL 33487
(Current mailing address)
8. To engage in any lawful business for which corporations may be organized under Nevada Law.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Cynthia L. Harris
(Registered agent's signature) **Cynthia L. Harris**
as its agent
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
12. Names and business addresses of officers and/or directors:

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A. DIRECTORSChairman: Daniel C. StatonAddress: 6800 Broken Sound ParkwayBoca Raton, FL 33487

Vice Chairman: _____

Address: _____

Director: Marc H. BellAddress: 6800 Broken Sound ParkwayBoca Raton, FL 33487Director: Barry FlorangeAddress: 6800 Broken Sound ParkwayBoca Raton, FL 33487

(cont'd on attached addendum)

B. OFFICERSPresident: Marc H. BellAddress: 6800 Broken Sound ParkwayBoca Raton, FL 33487

Vice President: _____

Address: _____

Secretary: Paul AsherAddress: 6800 Broken Sound Parkway, Boca Raton, FL 33487Treasurer: Daniel C. StatonAddress: 6800 Broken Sound Parkway, Boca Raton, FL 33487

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. _____

Paul Asher, Secretary

(Typed or printed name and capacity of person signing application)

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DIRECTORS (cont'd)

Director: Robert Bell

Address: 6800 Broken Sound Parkway, Boca Raton, FL 33487

Director: Jason Hopper Smith

Address: 6800 Broken Sound Parkway, Boca Raton, FL 33487

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