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Florida Department of State
Division of Corporations
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00 MAR 17 PM 3:00
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

To: Division of Corporations
Fax Number : (850)922-4003
From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850)385-6735
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LIMITED LIABILITY COMPANY

ADULT INTERNET TOYS, L.L.C.

AL

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF
ADULT INTERNET TOYS, L.L.C.**

ARTICLE I

Name

The name of the limited liability company ("Company") is ADULT INTERNET TOYS, L.L.C.

ARTICLE II

Company Purpose

The general purposes of the Company are to engage in and do any act concerning any or all lawful businesses for which limited liability companies may be organized according to the Act which may be authorized by the Members. The Company may exercise all powers reasonable or necessary to pursue its purpose.

ARTICLE III

Address

The mailing and street address of the Company's principal office is 11921 Northwest 4th Street, Plantation, Florida 33325.

ARTICLE IV

Duration

The period of duration for the Company is perpetual.

ARTICLE V

Registered Agent and Office

The name of Company's initial registered agent in Florida is Jason Tarlowe. The address of Company's registered office in Florida is 11921 Northwest 4th Street, Plantation, Florida 33325.

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FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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ARTICLE VI

Management

The Company is to be managed by a manager. The managing member is identified as follows:

Two Princes, Inc., a Florida corporation
11921 Northwest 4th Street
Plantation, Florida 33325

ARTICLE VII

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII

In the event there are more than one member, the remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 10 day of ~~February~~ March, 2000, at Mill Valley, CA

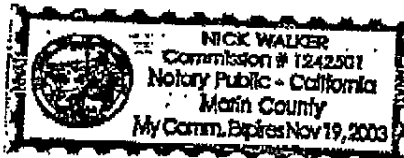
Jason Tarlowe, authorized representative
of member, Two Princes, Inc., a
Florida corporation

STATE OF California
COUNTY OF MARIN

SWORN TO AND SUBSCRIBED before me this 10th day of February, 2000, by Jason Tarlowe who is personally known to me or who has produced Florida Driver's License identification.

WITNESS my hand
and official seal.

Nick Walker
Notary Public



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STATE OF FLORIDA
DIVISION OF CORPORATIONS

00 MAR 17 PM 3:00

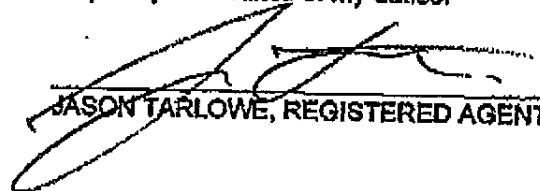
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes Chapter 608, the following is submitted:

That ADULT INTERNET TOYS, L.L.C., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Organization at 11921 Northwest 4th Street, Plantation, Florida 33325, and JASON TARLOWE, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

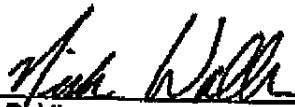
Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

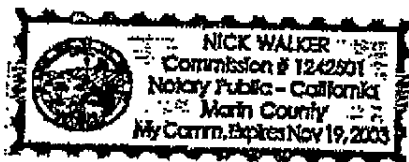

JASON TARLOWE, REGISTERED AGENT

STATE OF California
COUNTY OF MARICOPA

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 appeared JASON TARLOWE, to me known to be the person described as Registered Agent in and who executed the foregoing Articles of Organization and who swore and acknowledged that he executed the foregoing Articles of Organization for the purposes therein set forth.

WITNESS my hand
and official seal.


Notary Public



Print, stamp or type as commissioned
~~~ Personally known to me, or ~~~  
~ Produced Identification:  
\_\_\_\_\_  
(type of identification)

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