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TRANSMITTAL LETTER

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

300003101473--8  
-01/18/00--01110--003  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

SUBJECT: BAD BOYS ADULT ENTERTAINMENT GROUP, INC.  
(Proposed Corporation Name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of:

\$ 70.00  
Filing Fee

X \$ 78.50  
Filing Fee  
& Certificate

\$ 122.50  
Filing Fee &  
Certified Copy

\$ 131.25  
Filing Fee, Certified  
Copy & Certificate

FROM:

WILLIAM H SHAW

Name

11825 SW 310 St.

Address

Miami FL 33184

City, State, & Zip

954 298 2294

Telephone Number

FILED  
00 JAN 18 AM 8:42  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

Note: Additional copy of articles is needed only when certified copy is requested.

L. Burch JAN 20 2000

ARTICLES OF INCORPORATION

OF

FILED

00 JAN 18 AM 8:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BAD BOYS ADULT ENTERTAINMENT GROUP, INC.

ARTICLE II PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

WILLIAM H SHAW  
11825 SW 3505th  
Miami FL 33184

ARTICLE III CAPITAL STOCK

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

35,000,000 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

WILLIAM H SHAW  
11825 SW 3505th  
Miami FL 33184

ARTICLE V INCORPORATOR(S)

The name(s) and street address(s) of the incorporator(s) of these Articles of Incorporation is (are):

WILLIAM H. SHAW  
11825 SW 3505th  
Miami FL 33184

The undersigned has (have) executed these Articles of Incorporation this \_\_\_\_ day of

01-11-2000

W. J. Principal  
Signature/Title

W. J. Agent  
Signature/Title

\_\_\_\_\_  
Signature/Title

CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: BAD BOYS ADULT ENTERTAINMENT GROUP, INC

2. The name and address of the registered agent and office is:

WILLIAM H SHAW

11825 SW 3rd St.

(P. O. BOX NOT ACCEPTABLE)

Miami FL 33184

(CITY/STATE/ZIP)

FILED  
00 JAN 18 AM 8:42  
TALLAHASSEE, FLORIDA

SIGNATURE WHS

(Corporate Officer)

TITLE Principal / agent

DATE JAN 11, 00

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE WHS

(Registered Agent)

DATE 01-11-00