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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SEX PRODUCTS UNLIMITED, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
SEX PRODUCTS UNLIMITED, INC.

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together in order to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all the powers, rights, privileges, and immunities, and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this corporation shall be: SEX PRODUCTS UNLIMITED, INC.
(Hereinafter referred to as "the corporation"). Its mailing address is 1200 North Atlantic Boulevard, # 4, Fort Lauderdale, Florida.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation shall be permitted to conduct any business as permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCKS

This corporation is authorized to issue One Hundred Fifty (150) shares of Ten Dollar (\$10.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - REGISTERED OFFICE

The name of the initial registered agent of this corporation is Alexander G. Cubas, P.A., and its address is 10621 North Kendall Drive, Suite 204, Miami, Florida 33176.

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Prepared by:
Alexander G. Cubas, P.A.
10621 N. Kendall Drive, Suite 204
Miami, Florida 33176
(305) 595-6337

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TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may increase or decrease periodically through the By-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

NAME	ADDRESS
Brad Hinman	P.O. Box 22427 Fort Lauderdale, Florida 33335
Robert Porras	1200 North Atlantic Boulevard, #4 Fort Lauderdale, Florida

- (a) Members of the Board of Directors shall be elected and shall hold office in accordance with the By-laws of this corporation;
- (b) The business affairs of this corporation shall be managed by the Board of Directors, and;
- (c) The Board of Directors shall be shareholders in the corporation.

ARTICLE VII - BYLAWS

The By-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

The name of the person signing these Articles of Incorporation is Brad Hinman, and his address is: P.O. Box 22427, Fort Lauderdale, Florida 33335.

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ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,

this 26th day of January, 2000.

 L.S.
Brad Hinman
Incorporator

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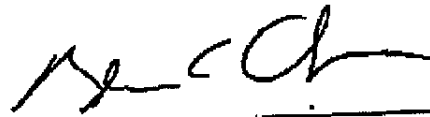
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ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared Brad Hinman, personally known to me, or who produced the following identification Personally Known, to be the persons described herein as the subscriber and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they did executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office this 26th day of January, 2000, in Miami, County of Miami-Dade, in the State of Florida.



NOTARY PUBLIC, State of Florida

My Commission Expires:



Alexander G. Cubas
My Commission CC673320
Expires Jul. 20, 2000

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SEX PRODUCTS UNLIMITED, INC.

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

IN COMPLIANCE WITH FLORIDA STATUTES §607, THE FOLLOWING IS SUBMITTED:

FIRST — That SEX PRODUCTS UNLIMITED, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Miami-Dade County, in the State of Florida, has named ALEXANDER G. CUBAS, P.A., whose address is 10621 North Kendall Drive, Suite 204, in the City of Miami, Miami-Dade County, in the State of Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED this 26th day of January, 2000.

ALEXANDER G. CUBAS, P.A., a Florida
personal service corporation.

By: 

Alexander G. Cubas, President
Registered Agent

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TALLAHASSEE, FLORIDA

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