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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SOUTH BEACH FANTASY'S, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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(A)
**ARTICLES OF INCORPORATION FOR
SOUTH BEACH FANTASY'S, INC.**

ARTICLE I - NAME

The name of the corporation is **SOUTH BEACH FANTASY'S, INC.**

ARTICLE II - DURATION

The date when the corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid, otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in the activity or business of entertainment for the general adult public in addition to any and all related activities or business, which may be associated thereto or required thereby.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **ONE HUNDRED** shares of **\$1.00** Par Value Common Stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation, (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

Thomas J. Moore, Esq.
FBN: 361658
2600 NW 55th Court, #233
Fort Lauderdale, FL 33309
(954) 735-5557

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ARTICLE VI
INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The name of the initial registered agent and the street address of the initial registered office and the principal office of this Corporation is:

Thomas J. Moore
4634 NW 55th Court
Tamarac, FL 33319

ARTICLE VII
FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of TWO, (2), Directors. The number of Directors may be either increased or decreased from time to time by the by-laws, but shall never be less than ONE, (1). The name and address of the initial Board of Directors of this Corporation are:

Nelson Pinto
President
1290 SW 176 Way
Pembroke Pines, FL 33029

Thomas J. Moore
Vice President
4634 NW 55th Court
Tamarac, FL 33319

ARTICLE VIII - INCORPORATOR


The name and address of the person signing these Articles of Incorporation is:

Nelson Pinto
1290 SW 176 Way
Pembroke Pines, FL 33029

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of June 2000.

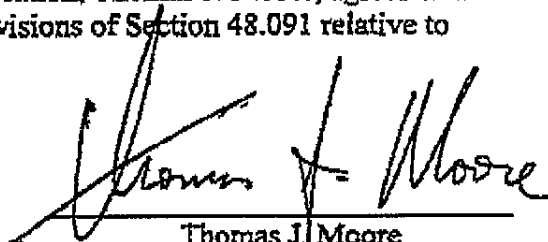


Nelson Pinto
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for South Beach Fantasy's, Inc., at the place designated in the Articles of Incorporation, Thomas J. Moore, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: June 1, 2000



Thomas J. Moore

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