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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
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FLORIDA PROFIT CORPORATION OR P.A.

THE PLEASURE CHEST, INC.

Certificate of Status	0
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00 OCT 25 AM 9:33

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B. McKnight OCT 25 2000

10/24/00 5:35 PM

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ARTICLES OF INCORPORATION

OF

THE PLEASURE CHEST, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is THE PLEASURE CHEST, INC. Principal office is located at 321 JOHNSON STREET, HOLLYWOOD, FL 33019.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may engage in any or all lawful business permitted to corporations under the laws of the STATE OF FLORIDA, or any other state, country, territory or nation.

ARTICLE FOUR

CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00 each.

ARTICLE FIVE

REGISTERED OFFICE

The principal address of the initial registered office of the corporation shall be 321 JOHNSON STREET, HOLLYWOOD, FL 33019. The name of the initial registered agent at such address is DOUGLAS PARADISE.

ARTICLE SIX

PRE-EMPTIVE RIGHTS

The shareholders shall have Pre-emptive Rights.

Prepared by Steven C. Klein, CPA, PA. 7522 Wiles Road, Suite 210, Coral Springs, FL 33067

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ARTICLES

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ARTICLE SEVEN
DIRECTORS

The Board of Directors of the corporation shall consist of at least one member and not more than eleven.

The name and address of initial Directors of the Board is:

NAME
DOUGLAS PARADISE

ADDRESS
321 JOHNSON STREET
HOLLYWOOD, FL 33019

INCORPORATORS

The name and address of the incorporator is:

NAME
DOUGLAS PARADISE

ADDRESS
321 JOHNSON STREET
HOLLYWOOD, FL 33019

IN WITNESS WHEREOF, I have subscribed my name this 24th day of October, 2000.

Douglas Paradise
DOUGLAS PARADISE, Incorporator
and Director

STATE OF FLORIDA:

: SS

COUNTY OF BROWARD:

On this 24th day of October, 2000 before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DOUGLAS PARADISE, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose herein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lauryn Tano
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



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CERTIFICATE OF DESIGNATION

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 THE PLEASURE CHEST, INC.
2. The name and address of the registered agent and office is

DOUGLAS PARADISE
321 JOHNSON STREET
HOLLYWOOD, FL 33019

Douglas Paradise
DOUGLAS PARADISE, INCORPORATOR

10/24/2000
Date

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Douglas Paradise
DOUGLAS PARADISE, Registered Agent

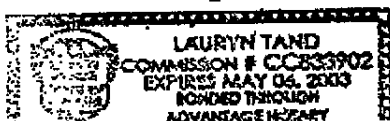
10/24/2000
Date

State of Florida
County of BROWARD

The foregoing instrument was acknowledged and sworn to before me this 24 day of October, 2000.

Lauryn Tand
Notary Public

My commission expires:



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