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Florida Department of State
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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

**FLORIDA PROFIT CORPORATION OR P.A.****ADULT ENTERTAINMENT DISTRIBUTORS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

D. BROWN MAR - 2 2001

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADULT ENTERTAINMENT DISTRIBUTORS, INC.

I, the undersigned incorporator, hereby associate ourselves together and make, subscribe, acknowledge and file, with the Secretary of State of the State of Florida, these Articles of Incorporation and form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation shall be: **ADULT ENTERTAINMENT DISTRIBUTORS, INC.**

ARTICLE II

Address

The initial post office address and principal office for the conduct of business of the Corporation is: **6724 Chimere Terrace, Boynton Beach, Florida 33437.**

ARTICLE III

Registered agent

The name and address of the Registered Agent is: **MICHAEL BRODER, 2310 N.W. 3rd Avenue, Suite 7, Pompano Beach, Florida 33060.**

ARTICLE IV

Purposes and Powers

The general nature of the business to be transacted by the Corporation is to such extent as a Corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do.

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ARTICLE V

Capital Stock Authorized

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is one thousand five hundred (1500) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE VI

Duration

The term for which this Corporation shall be perpetual and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one (1) or more members which number may be altered from time to time by the by-laws of this Corporation within limitations prescribed by law.

The officers of this Corporation shall be a President and any other officers as the Board of Directors may deem expedient.

ARTICLE VII

Subscribers and Initial Board of Directors

The names, addresses, number of shares subscribed to and consideration therefore, of the original subscribers to these Articles of Incorporation, and the names of the first Board of Directors of this Corporation, who, subject to the by-laws and laws of the state of Florida, shall hold office until the first annual meeting of the Corporation, or until successors are elected and have been qualified, are as follows:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED TO</u>	<u>CONSIDERATION FOR SHARES</u>
Darleen Broder 6724 Chimere Terrace Boynton Beach, Florida 33427	100	\$100.00

ARTICLE VIII

Pre-emptive Rights

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and

of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their intention to subscribe within (15) days after such notice.

ARTICLE IX
Amendments

The Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS my hand and seal this 20 day of Feb., 2001.

Darleen Broder

DARLEEN BRODER

STATE OF FLORIDA }

SS:

COUNTY OF BROWARD }

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida and County of Broward, to take acknowledgments personally appeared **DARLEEN BRODER**, who are personally known to me or who has produced her Florida Driver's License as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State named above this 20 day of Feb., 2001.

Doreen A. Karns
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 2/4/2004



Doreen A. Karns
Commission # CG 896068
Expires Feb. 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

First, that **ADULT ENTERTAINMENT DISTRIBUTORS, INC.**, laws of the State of Florida, with its principal office as indicated at Article II of the within Articles of Incorporation, located at **6724 Chimere Terrace, Boynton Beach, Florida 33437**,

has named **MICHAEL BRODER**

as its agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Registered Agent

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