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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 116176 7267914

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : April 14, 2001

ORDER TIME : 10:28 AM

000004014750--6

ORDER NO. : 116176-001

CUSTOMER NO: 7267914

CUSTOMER: Mr. Eugene S. Harris-7267914
Mr. Eugene S. Harris

441 N.e. 195th. St. Apt 207

Miami, FL 33179

DOMESTIC FILING

NAME:

Florida

~~MIAMI ADULT ENTERTAINMENT~~
~~(K-ZONE), INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2001 APR 17 PM 4:50

FILED

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4/18/01

RECEIVED
01 APR 17 PM 4:41
DIVISION OF CORPORATION

FILED

2001 APR 17 PM 4:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

FLORIDA ADULT ENTERTAINMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA ADULT ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be 89 Deercreek Road, Apt. K112, Deerfield Beach, Florida 33442, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Eugene Harris	89 Deercreek Road, Apt. K112 Deerfield Beach, Florida 33442
Theodore Harris	89 Deercreek Road, Apt. K112 Deerfield Beach, Florida 33442

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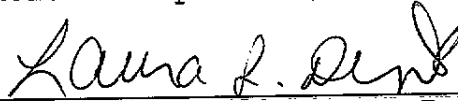
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation:

Corporation Service Company
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

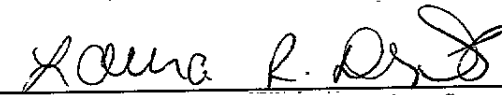
The undersigned incorporator has executed these Articles of Incorporation on April 16, 2001.



Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap

TJW/DEBORAH SCHRODER