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St. Petersburg, Florida 33713

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*Telephone*  
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April 27, 2001

Florida Department of State  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

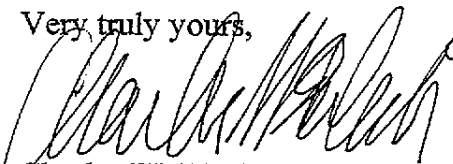
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-04/30/01-01063-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: SLY FOX, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for SLY FOX, INC., and a check in the amount of \$78.75 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,



Charles W. Ehrlich

CWE:rkb  
enclosure

FILED  
01 MAY -7 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHENIER MAY 1 0 2000

W-10001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 3, 2001

CHARLES W EHRLICH ESQUIRE  
4699 CENTRAL AVE  
SUITE 102  
ST PETERSBURG, FL 33713

SUBJECT: SLY FOX, INC.  
Ref. Number: W01000010001

We have received your document for SLY FOX, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist  
New Filings Section

Letter Number: 201A00026307

MAY 07 2001

ARTICLES OF INCORPORATION  
OF  
SLIPPERY FOX, INC.

FILED  
01 MAY -7 AM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: SLIPPERY FOX, INC. The principal place of business of this corporation shall be 20505 U.S. Highway 19 North, Suite 2, Clearwater, FL 33764.

ARTICLE II. NATURE OF BUSINESS

The operation of an adult entertainment and hospitality business and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 20505 U.S. Highway 19 North, Suite 2, Clearwater, FL 33764 and name of the initial registered agent of the corporation at that address is Thomas Raymond Foxhill.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

#### ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxed as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

#### ARTICLE VII. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors is:

Thomas Raymond Foxhill  
20505 U.S. Highway 19 North, Suite 2  
Clearwater, FL 33764

Herbert A. Sylvester, Jr.  
20505 U.S. Highway 19 North, Suite 2  
Clearwater, FL 33764

#### ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Thomas Raymond Foxhill, President and Secretary  
20505 U.S. Highway 19 North, Suite 2  
Clearwater, FL 33764

Herbert A. Sylvester, Jr., Vice President and Treasurer  
20505 U.S. Highway 19 North, Suite 2  
Clearwater, FL 33764

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Thomas Raymond Foxhill, 20505 U.S. Highway 19 North, Suite 2, Clearwater, FL 33764.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this  
27 day of April, 2001.

Thomas R. Foxhill  
THOMAS RAYMOND FOXHILL

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27 day of April, 2001.

Rhonda Kay Becker  
Notary Public  
My Commission expires:



CERTIFICATE OF DESIGNATING REGISTERED AGENT

SLIPPERY FOX, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Thomas Raymond Foxhill, with street address at 20505 U.S. Highway 19 North, Suite 2, Clearwater, FL 33764, as its agent to accept service of process within this State.

Thomas R. Foxhill  
THOMAS RAYMOND FOXHILL

Dated: April 27, 2001

ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity this 27 day of April, 2001.

Thomas R. Foxhill  
THOMAS RAYMOND FOXHILL

01 MAY - 7 AM 11:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA