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NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Office Change of Registered Age Dissolution/Withdrawal Merger	
OTHER FILINGS Annual Report Fictitious Name	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	ECATION
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CR2E031(7/97)

ARTICLES OF INCORPORATION

Of

01 MAY 24 AM 10: 15

ADULT NUTIMES INC.

SECRETARY OF STATE TALLAHASSEE FLORIDA

(NAME OF CORPORATION)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ADULT NUTIMES INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE Initial Registered Agent of this Corporation is:

Name: DEANDRE KELLY

Address: 18520 NW 67TH AVENUE #261

State: FLORIDA

City: HIALEAH

The corporations principal address is the same.

Zip: 33015

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The numbers of directors may be either increased or decrease from time to time by the by-laws, but shall, never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

Name: DEANDRE KELLY	(Pre	sident)
Address: 18520 NW 67 TH	AVENUE #261	## ## T T T T T T T T T T T T T T T T T
City: HIALEAH	State: FLORIDA	Zip: 33015
Name: DEANDRE KELLY	Y (Vic	e President - Secretary - Treasurer)
Address: 18520 NW 67 TH	AVENUE #261	
City: HIALEAH	State: FLORIDA	Zip: 33015
Name:		
Address:		
City:	State:	Zip:

ARTICLE VII - AMENDMENT

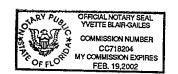
This corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation or a amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows: Name: DEANDRE KELLY Address: 18520 NW 67TH AVENUE # 261 City: HIALEAH State: FLORIDA Zip: 33015 Name: Address: City: State: Zip: Name: Address: City: State: Zip: IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this Day of (SEAL) (SEAL) STATE OF FLORIDA SS COUNTY OF BEFORE ME a Notary Public authorized to take acknowledgements in the State and County set forth above, Personally appeared DEANDRE KELLY Known to me and know to the person(s) who executed the foregoing Articles of Incorporations, and who acknowledge executed these Articles of Incorporation. before me that IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 20 0

Notary Public, State of Florida at large)

My commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF



ADULT NUTIMES INC.

(Name of corporation)

Pursuant to Florida Statues Sections 48.091 and 607.034, the following is submitted: The above Corporation desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

18520 NW 67TH AVENUE #261 HIALEAH, FLORIDA 33015

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The physical office address of the corporation shall be the same as the regular office.

Has named DEANDRE KELLY

Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(Registered agent)