

P01000072920  
Transmittal Letter

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

Re: Spice International, Inc

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 to cover the Filing Fee and charge for the Certificate.

From:

Juana Moreno  
7850 NW 15th Street  
Pembroke Pines, Florida 33024-5170  
(954) 894-0826

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
01 JUL 24 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 5, 2001

JUANA MORENO  
7850 NW 15TH ST  
PEMBROKE PINES, FL 33024-5170

SUBJECT: SPICE INTERNATIONAL, INC.  
Ref. Number: W01000015435

We have received your document for SPICE INTERNATIONAL, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75. Your document will be retained in our pending file.

If you have any further questions concerning your document, please call (850) 245-6919.

Beth Register  
Corporate Specialist Supervisor  
New Filings Section

Letter Number: 501A00039978

# Articles of Incorporation of a Corporation for Profit

The following Articles of Incorporation are to establish a Corporation under the laws of the State of Florida.

**ARTICLE 1 - CORPORATE NAME AND ADDRESS:** The name, address of the principal office and mailing address of this Corporation:

Spice International, Inc  
7850 NW 15th Street  
Pembroke Pines, Florida 33024-5170

**ARTICLE 2 - INCORPORATOR/INITIAL DIRECTOR/RESIDENT AGENT AND REGISTERED ADDRESS**(All persons listed after the first are additional Initial Directors):

**Incorporator:**

Isidro Moreno

7850 NW 15th Street

Pembroke Pines, Florida 33024-5170

**Resident Agent and Address:**

Juana Moreno

7850 NW 15th Street

Pembroke Pines, Florida 33024-5170

**ARTICLE 3 - AUTHORIZED SHARES**(Maximum Number and Par Value Per Share):

2,500(Two Thousand Five Hundred)

**ARTICLE 4 - AUTHORIZED SHARES OF STOCK:** Any portion of the stock of this corporation may be issued for cash, property, services actually performed or any right or thing having a value at least equal to the full value of the to be so issued. Neither promissory notes nor future services shall constitute part or full payment for the issuance of such shares. All issued shares shall be fully paid and non-assessable as though paid for in cash. The stockholders shall be the sole judges of the value of the property, right or thing exchanged for such shares and their judgement of such value shall be conclusive. The stockholders shall have the right to increase the amount of authorized shares, either with or without nominal or par value and to provide the designation, preference, voting power of, and other restrictions on, the same.

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**ARTICLE 5 - POWERS, PURPOSES, EXISTENCE AND COMMENCEMENT:** This corporation shall have all the powers conferred upon Corporations or Professional Associations and may engage in any business or activity, permitted by laws of the State of Florida. This corporation shall have perpetual existence and shall commence such existence on the date these Articles are executed and acknowledged if the same are filed with the Secretary of State of Florida within five (5) days of said execution. If said Articles are not filed with the Secretary of State of the State of Florida within said five (5) days, the corporation shall commence its existence on the date these Articles are filed with said Secretary of State.

**ARTICLE 6 - STATED CAPITAL:** The stated capital of this corporation shall be the sum of all shares of the corporation having a par value that have been issued and not canceled; the amount of the consideration received by the corporation for all shares of the corporation without par value that have been issued, except such part of the consideration thereof that has been allocated to capital surplus in a manner permitted by law; and such amounts not included immediately above that had not been transferred to stated capital of this corporation, whether upon the issue of shares as a share dividend or otherwise, minus all deductions from such sums that have been affected in a manner permitted by law.

**ARTICLE 7 - AMENDMENTS TO ARTICLES:** Every amendment to Articles shall be approved by the stockholders by a majority of the shares entitled to vote thereon at a meeting called for such purposes.

**ARTICLE 8 - STOCKHOLDERS ACTING IN LIEU OF DIRECTORS/OFFICERS:** The business of this corporation shall be conducted by the stockholders of this corporation acting as, and in lieu of, directors. The stockholders shall be deemed directors of this corporation when their purchase of stock has been recorded in the stock ledger of this corporation and shall collectively constitute the board of directors. Any action required by law to be performed by directors shall be taken by the stockholders acting as directors. Each stockholder shall have votes equal to the number of shares owned by said stockholder. The Initial Director shall hold the organizational meeting of this corporation or otherwise ratify the actions of the Incorporator who may have conducted said meeting. Any action of the stockholders may be taken without a formal meeting if written consent setting forth the action taken is signed by all the stockholders entitled to vote if a meeting had been held. Said consent shall have the effect of unanimous vote of the stockholders. In addition to the stockholders, the business of this corporation shall be conducted by such officers as may be set forth in the By-Laws of this corporation. The stockholders shall have the right to (1) issue unissued or treasury shares of this corporation for securities of this corporation convertible into a right to subscribe

or acquire shares of this corporation and containing such conditions or rights, including preemptive rights, as the stockholders may deem proper, (2) limit the transferring, assigning, pledging, devising and bequeathing of the stock of this corporation and all other matters permitted by the laws of Florida in any agreement among themselves, (3) approve the reasonable charges and expenses of incorporating this corporation, including attorney's fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this corporation. The same may be allowed to be paid out of the consideration received by the corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares, and (4) adopt, alter, amend or repeal the By-Laws of this Corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this Corporation not in consistent with the law or these Articles of Incorporation. Any stockholder may appoint another person to serve in the stockholders stead.

IN WITNESS WHEREOF, I execute these Articles of Incorporation.

Christian Elie  
CHRISTIAN ELIE 4/8/98  
Initial Director Date

612 LOUDEN

DUNEDIN, FL 34698  
Address

Juana Moreno 7-16-01  
JUANA MORENO  
Resident Agent Date

7850 NW 15TH STREET

PEMBROKE PINES, FL 33024-5170  
Address

Isidro Moreno  
ISIDRO MORENO 4/8/98  
Incorporator Date

7850 NW 15TH STREET

PEMBROKE PINES, FL 33024-5170  
Address

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
BY  
RESIDENT AGENT**

In the matter of Spice International, Inc.

I, Juan Moreno, hereby state that as of the date below I accepted the appointment as resident agent for the above named business entity.

The street address of the resident agent in this state is as follows:

7850 NW 15th Street

Pembroke Pines, Florida 33024-5170

Juan Moreno      07-16-01  
Signature                      Date

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