

PD1000080348

Charter Number

8/14/01

VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

BR

CORPORATION(S) NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAY TIME PLEASURES, INC

NOT RECORDED
TIP ACKNOWLEDGE
SUFFICIENCY OF FILING

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS



Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
Playtime Pleasures, INC.**

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation pursuant to the provisions of the Fla. General Corporation Act.

**ARTICLE I
NAME**

The name of the corporation shall be **Playtime Pleasures, INC.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and initial street address of the corporation is 7640 NW 6th Street, Plantation, Florida 33324, although such may be relocated from time to time.

**ARTICLE III
GENERAL PURPOSE**

This corporation is organized for the purpose of transacting wholesale and retail sales of adult novelty items and clothing, and any and all other lawful business for which corporations may be incorporated under the Fla. General Corporation Act.

**ARTICLE IV
GENERAL POWERS**

The corporation shall in order to carry out the purposes set forth above, have all the powers necessary that might be reasonably required, including but not limited to, all the powers conferred by the State of Florida upon corporations, and to do any or all things set forth to the same extent as natural persons could or might do, without limitation, except such limitations, if any, as may be contained in these Articles of Incorporation, of By-Laws of the Corporation, or any laws applicable thereto.

ARTICLE V
DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one director initially. The number of directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of directors be less than one.

The names and street addresses of the members of the first Board of Directors are:

Rosalyn Fine
7640 NW 6th Street
Plantation, FL 33324

ARTICLE VI
INCORPORATORS

The name and street address of each person signing the Articles of Incorporation as a subscriber is:

Rosalyn Fine
7640 NW 6th Street
Plantation, FL 33324

ARTICLE VII
DATE CORPORATE EXISTENCE COMMENCES

The date when corporate existence for this corporation shall begin shall be August _____, 2001.

ARTICLE VIII
REGISTERED AGENT

The name and address of the initial resident agent for this Corporation is:

DOUGLAS F. HOFFMAN, Esquire
615 NE Third Avenue
Fort Lauderdale, Florida 33304

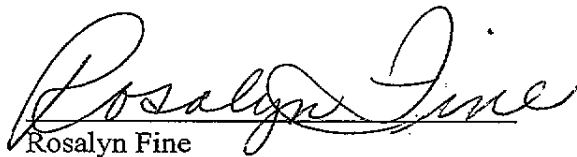
ARTICLE IX
CAPITAL STOCK

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 a par value of \$1.00 per share.

ARTICLE X
BY-LAWS


The power to adopt, alter, amend or repeal by-laws shall be vested in and is hereby reserved to the shareholders. By-laws shall be adopted, altered, amended, or repealed as provided therein.

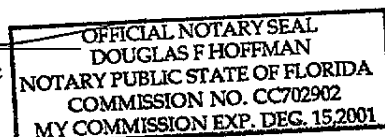
The undersigned executed these Articles of Incorporation this day of August, 2001.


Rosalyn Fine

State of Florida)
County of Broward)

The foregoing instrument was acknowledged before me this 13 day of August, 2001, by Rosalyn Fine who is personally known to me or who provided nil as identification.


Douglas Hoffman, Notary Public



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that **Playtime Pleasures, Inc.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named **DOUGLAS F. HOFFMAN, ESQUIRE** located at 615 NE Third Avenue, Fort Lauderdale, 33304, Broward County, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED THIS 13th day of August, 2001.



DOUGLAS F. HOFFMAN, Registered Agent