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PARALEGAL

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January 17, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/28/02--01089--009
*****160.00 *****35.00

RE: FUN SEX HQ, INC.

Dear Sir or Madam:

On January 9, 2002, we filed Articles of Incorporation mistakenly for the above entity, (a copy of which has been attached) utilizing the online filing service. What should have instead been filed were Articles of Organization to form a Limited Liability Company.

To prevent the need of a dissolution and reorganization I am filing Articles of Correction, pursuant to Section 607.0124 of the Florida Business Corporations Act, to correct and file accordingly Articles of Organization for the creation of a Limited Liability Company.

I enclosed the \$35.00 fee for the Articles of Correction, \$100.00 fee for the Articles of Organization and \$25.00 for the registered agent fee.

Kindly return a copy of this letter to acknowledge receipt of these documents in the envelope enclosed. Once approved please forward document to:

Bea Coker
Burr & Forman LLP
600 West Peachtree Street, Suite 1200
Atlanta, GA 30308

Should you have any questions or comments, please do not hesitate to contact me at 888-438-5242.

Regards,

Bea Coker
Paralegal

FILED
02 JAN 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution
1/28/02
Spayne

/bfc

Enclosure

Birmingham
SouthTrust Tower
420 North Twentieth Street, Suite 3100

Montgomery
RSA Tower
201 Monroe Street, Suite 1950
Montgomery, Alabama 36104
(334) 241-7000

Atlanta
One Georgia Center
600 West Peachtree Street, Suite 1200
Atlanta, Georgia 30308
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January 25, 2001

Rosanne Varnadore
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: FUN SEX HQ, INC.

Dear Ms. Varnadore:

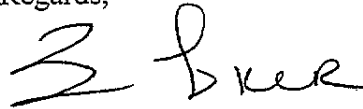
On January 25, 2002 I spoke with you regarding the above referenced corporation. Enclosed please find the Articles of Dissolution for the above.

As instructed no fee is accompanying this filing as the fee has already been paid. Once the filing is approved and the Articles of Organization on behalf of the LLC are processed, please forward Certificate to my attention at the address listed below.

Bea Coker
Burr & Forman LLP
600 West Peachtree Street, Suite 1200
Atlanta, GA 30308

In advance, thank you for your assistance with this transaction, should you have any questions or comments, please do not hesitate to contact me at 888-438-5242.

Regards,



Bea Coker
Paralegal

/bfc

Enclosure

Birmingham
SouthTrust Tower
420 North Twentieth Street, Suite 3100
Birmingham, Alabama 35203
(205) 251-3000

Montgomery
RSA Tower
201 Monroe Street, Suite 1950
Montgomery, Alabama 36104
(334) 241-7000

Atlanta
One Georgia Center
600 West Peachtree Street, Suite 1200
Atlanta, Georgia 30308
(404) 815-3000

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ARTICLES OF DISSOLUTION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Fun Sex HQ, Inc.

SECOND: The filing date of the articles of incorporation was: January 8, 2002

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 25th day of January, 2002.

Signature

D. Tully Hazell
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

D. Tully Hazell

(Typed or printed name)

Incorporator

(Title)