

**Electronic Articles of Incorporation
For**

**P02000012968
FILED
February 05, 2002
Sec. Of State**

ADULTFUN411 INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ADULTFUN411 INC.

Article II

The principal place of business address:

3457 NW 44TH STREET
202
FORT LAUDERDALE, FL. 33309

The mailing address of the corporation is:

3457 NW 44TH STREET
202
FORT LAUDERDALE, FL. 33309

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000,000

Article V

The name and Florida street address of the registered agent is:

DAVID B TARR
3457 NW 44TH STREET
SUITE 202
FORT LAUDERDALE, FL. 33309

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: DAVID TARR

Article VI

The name and address of the incorporator is:

DAVID TARR
3457 NW 44TH STREET #202
FORT LAUDERDALE, FLORIDA 33309

Incorporator Signature: DAVID TARR