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11/18/02--01061--004 **78.75

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11-20-02
B.

FISHER AND WILSEY, P.A.
ATTORNEYS AND COUNSELORS AT LAW
275 FOURTH STREET NORTH
ST. PETERSBURG, FLORIDA 33701-3209

GEORGE F. WILSEY
Board Certified Wills,
Trusts and Estates;
Certified Circuit Mediator

DAVID F. WILSEY

Telephone (727) 898-1181

Fax (727) 821-6681

STEVEN M. WILSEY
Also Certified
Public Accountant

Of Counsel
ROBERT W. FISHER
W. JOSEPH REYNOLDS

November 15, 2002

Via Federal Express

Division of Corporations
Division of Corporations - New Filings
409 E. Gaines Street
Tallahassee, Florida 32301

Re: A ADULT SERVICES, INC.
Articles of Incorporation

Gentlemen:

Enclosed are the Articles of Incorporation of the above-referenced corporation, along with our check in the amount of \$78.75 for the corporate filing fees as follows:

Profit corporation filing fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy	<u>8.75</u>
	\$78.75

After the filing of these Articles of Incorporation, please return a certified copy to me.

Very truly yours,



DAVID F. WILSEY

DFW/jek

Enclosures

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLES OF INCORPORATION

OF

A ADULT SERVICES, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

EXPIRATION DATE

11-75-02

The name of this Corporation shall be A ADULT SERVICES, INC. and it shall have perpetual existence.

ARTICLE II

The general nature of the business of the corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under Florida Statute 607.

ARTICLE III

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be the sum of \$100.00.

ARTICLE V

The designated registered office of the corporation shall be 334 - 49th Street South, St. Petersburg, Florida 33707. The registered agent of the corporation shall be J. B. Olsen, 334 - 49th Street South, St. Petersburg, Florida 33707. The principal office and mailing address of the corporation is 334 - 49th Street South, St. Petersburg, Florida 33707.

ARTICLE VI

The number of Directors of the corporation shall be one (1) in number, which may be increased or decreased by vote of the stockholders but shall never be less than one (1) nor more than seven (7). The subscribers of the corporation, and the Directors, as set forth by their respective names, for the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

Director: J. B. Olsen

ARTICLE VII

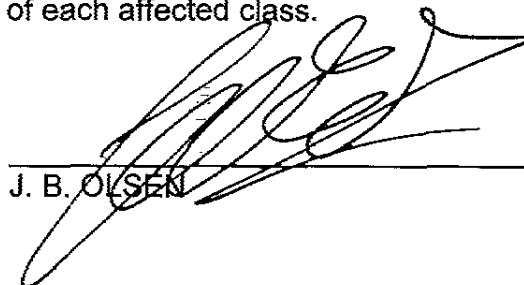
The corporate existence shall commence as of the date of subscription and acknowledgment of these Articles of Incorporation if these Articles are filed with the Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited

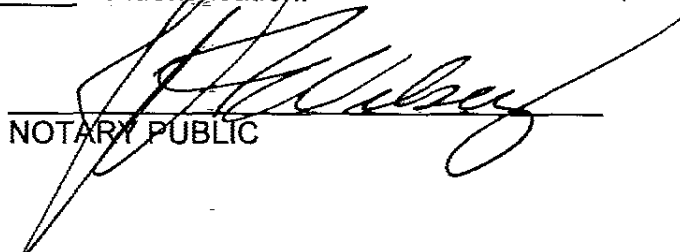
to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.


J. B. OLSEN (SEAL)

STATE OF FLORIDA:
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 15 day of November, 2002, by J. B. Olsen, who is personally known to me, or who produced _____ as identification.


NOTARY PUBLIC

NOTARY SEAL:



George F. Wilsey
MY COMMISSION # CC993588 EXPIRES
January 27, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That A ADULT SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in the Articles of Incorporation, at St. Petersburg, Pinellas County, State of Florida, has named J. B. Olsen as its agent to accept service of process within this State.

A ADULT SERVICES, INC.

By: 

J. B. OLSEN, Director

ACKNOWLEDGMENT:

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

By: 

J. B. OLSEN