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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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FLORIDA PROFIT CORPORATION OR P.A.

BAD GIRL FILMS, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF

BAD GIRL FILMS, INC.

ARTICLES - NAME

The name of this Corporation is Bad Girl Films, Inc.

ARTICLE III - PURPOSE

The general nature of this business to be transacted by the Corporation and its objects and powers shall be as follows:

To perform all legal purposes and engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is 500 shares of common stock, which shall have a par value of \$1.00 per share.

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ARTICLE V - INITIAL REGISTERED OFFICE AGENT

The street address and principal office of the initial registered office of this corporation is 1508 Bay Road, Suite 929, Miami Beach, FL 33139 and the name of the initial registered agent at that address is Mylo Carbia.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) director constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws. The names and addresses of the initial members of the Board of Directors is:

Mylo Carbia
1508 Bay Road
Suite 929
Miami Beach, FL 33139

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Mylo Carbia
1508 Bay Road
Suite 929
Miami Beach, FL 33139

ARTICLE VIII - INDEMNIFICATION

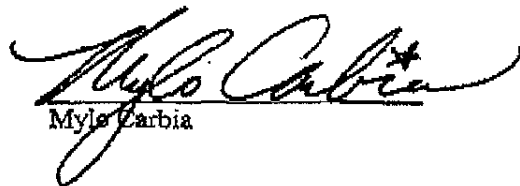
This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

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ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto. And any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of November, 2002.


Mylo Carbia

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Mylo Carbia known to me and known by me to be the person who executed the forgoing Articles of Incorporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed my official seal in the State and County aforesaid, this 19 day of November, 2002.

My commission expires:



Jamie Lynn Yoder
Commission # CC 922569
Expires March 26, 2004
Bundled Ties
Atlantic Bonding Co., Inc.


Notary Public

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CERTIFICATE OF REGISTERED AGENT FOR PURPOSES OF SERVICES OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON PROCESS MAY BE
SERVED.

I, Mylo Carbia having been named to accept service of process for
Bad Girl Films, Inc., a corporation desiring to organize under the laws of the State of
Florida with its principal office as indicated in the Articles of Incorporation, at the city of
Miami Beach, County of Dade, State of Florida, do hereby accept to act in this capacity
and agree to comply with the provisions of the Florida Statutes relative to keeping open
said office.


Mylo Carbia


CERTIFICATE DESIGNATIONN (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

First-That BAD GIRL FILMS, INC. desiring to organize under the laws of the State of
Florida with it's principal office, as indicated in the articles of incorporation at City of
Miami Beach, County of Dade, State of Florida has named Mylo Carbia located at 1508
Bay Road, Suite 929 City of Miami Beach, County of Dade, State of Florida 33139, as
its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

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

BY 
Mylo Carbia

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