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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TH 12/15/03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 3, 2003

CHARLES F KLINE, ESQ
831 N DIXIE HWY
LAKE WORTH, FL 33460

SUBJECT: WILLIE'S ADULT WAREHOUSE, INC.
Ref. Number: W03000036318

RECEIVED

DEC 15 AM 10:09

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for WILLIE'S ADULT WAREHOUSE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Tammy Hampton
Document Examiner
New Filings Section

Letter Number: 003A00065031



LAW OFFICES
CHARLES F. KLINE
A Professional Association

831 North Dixie Highway
Lake Worth, Florida 33460
(561) 585-5303
(561) 533-6182 (Fax)

210 W. North Park Street
Suite 101
Okeechobee, Florida 34972
(883) 467-1359

Charles F. Kline, Esquire
Member Florida & Pennsylvania Bars

Andrea Stein, B.S. Legal Studies
Lynn Greitzer, Legal Assistant
Bertha Rodriguez, Office Manager

All Correspondence to the Lake Worth, Florida address

November 19, 2003

Secretary of the State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Willie's Adult Warehouse, Inc.

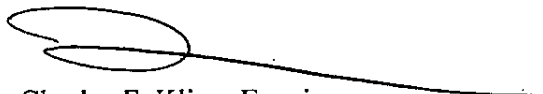
Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of Willie's Adult Warehouse, Inc. There is a check in the amount of \$78.75 for the filing fees and a certified copy. Please send the articles to:

Charles F. Kline, Esquire
831 North Dixie Highway
Lake Worth, Florida 33460

Thank you.

Respectfully submitted,



Charles F. Kline, Esquire

CFK/as

Enclosure

**ARTICLES OF INCORPORATION
OF
WILLIE'S ADULT WAREHOUSE, INC.**

I, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit, and for that purpose, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME: The name and address of this corporation shall be:

WILLIE'S ADULT WAREHOUSE, INC. 204 SOUTH "M" STREET. #1, LAKE WORTH, FLORIDA 33460.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III

TERM OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand shares (1000) of common stock with par value. The consideration to be paid for each share will be One Dollar (\$1.00) per share.

ARTICLE V

INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be **\$1000.00**.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE: The Registered Agent of said corporation shall be: **BENJAMIN D. JACQUES**.

The Registered Office of Registered agent being:
204 South "M" Street, #1, Lake Worth, Florida 33460.

ARTICLE VII

OFFICERS AND DIRECTORS: The names and post office addresses of the first directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

BENJAMIN D. JACQUES./PRESIDENT

The corporation shall have at least one and no more than 5 directors and no person shall be required to own, hold or to control stock in the corporation as a condition precedent to holding any office in this corporation.

ARTICLE VIII

SUBSCRIBERS: The names of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

BENJAMIN D. JACQUES	400 SHARES
RICHARD C. MCCULLEY	100 SHARES

ARTICLE IX

OFFICERS: The officers of this corporation shall be a President and such other officers and agents as may be necessary. All officers and agents, and factors as may be deemed necessary, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the by-laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X

POWERS: This corporation shall have the following powers:

A. to have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof to be impressed affixed, or any other manner reproduced.

B. To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real or personal property or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.

D. To lend money to and use the credit to assist the officers and employees in accordance with Florida State sec. 607.141.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations of United States or any

other government, state, territory, governmental district, or municipality, or any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property franchises and income. To buy and sell and transfer options.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for payment of the funds so loaned or invested.

H. To conduct its business, carry on the operation and have offices and exercises the powers granted by the Florida Statutes, 607, within or without the State.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the by-laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

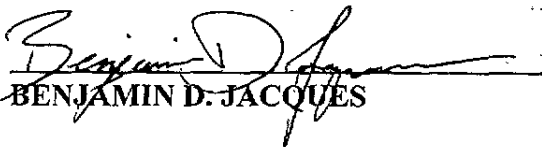
M. To pay pensions and establish pension plans, profit sharing plans, stock options plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

N. To be a promoter, incorporation, partner, member, associate or manager of any

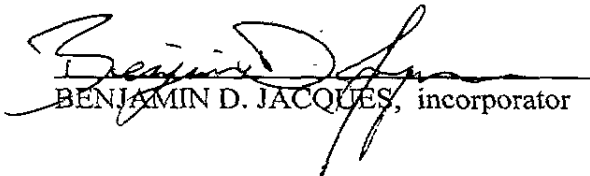
corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to affect the purposes of this corporation.

I, **BENJAMIN D. JACQUES** do hereby accept service of process for


BENJAMIN D. JACQUES

The undersigned has executed these Articles of Incorporation this 17th day of
November, 2003.


BENJAMIN D. JACQUES, incorporator

The foregoing Articles of Incorporation were prepared and submitted by
Charles F. Kline, Esquire, 831 N. Dixie Hwy., Lake Worth, FL 33460.