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Law Offices of E.I. FRIEDMAN, P.A. ATTORNEY AT LAW

10633 NORTH KENDALL DRIVE MIAMI, FLORIDA 33176 TELEPHONE: (305) 412-2111 FACSIMILE. (305) 412-1711

SENT VIA REGULAR MAIL:

November 24, 2003

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

RE: Bust A Nut, Inc.

Dear Sir/Madam:

Enclosed please find executed corporation documents regarding Bust A Nut, Inc. as well as a completed application for registration of fictitious name for your review and processing. Check number 1088 in the amount of \$75.00 is for the corporation. Check number 1089 in the amount of \$50.00 is for the filing fee of the fictitious name.

Should you have any questions, please do not hesitate to contact me at (305) 412-2111.

Again, thank you for your assistance.

Yours very truly,

Eyal I. Friedman, Esq.

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Enclosure.

ARTICLES OF INCORPORATION

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BUST A NUT, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned hereby subscribes to these Articles of Incorporation for any legal purpose permitted under the laws of the State of Florida and of the United States of America.

ARTICLE I NAME

The name of the corporation is: Bust A Nut, Inc.

ARTICLE II NATURE OF BUSINESS

The general nature of business to be transacted by the Corporation is:

To engage in the business of adult website.

To do everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation of any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III CAPITAL STOCK

Any and all legal purposes permitted under the laws of the State of Florida and of the United States of America.

<u>ARTICLE IV</u> CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have outstanding at any one time, together with the distinguishing characters of each, into which same are divided, and the par value of the shares of stock, other than the shares which have no par value or nominal value shares are as follows: one hundred (100) one dollar (\$1.00) par value shares of and each share having equal rights, privileges and voting powers.

The total authorized capital stock of this corporation is one hundred shares divided into shares at the par value of one (\$1.00) dollar each. The amount of capital with which this corporation will begin business is one hundred (\$100.00) dollars. Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of a majority of the Board of Directors but may by paid for by property, labor or services whenever the Board of Directors so authorizes by unanimous consent.

The total authorized shares of stock to be owned by Reinier Cancio shall be 52 shares, i.e., 52% percent. The total authorized shares of stock to be owned by Armando Mestre and Abel Gomez shall be 24 shares, respectively each.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

P.O. Box 650665 Miami, Florida 33265-0665

ARTICLE VII DIRECTORS

The number of directors of this corporation shall be three (3) initially, but may be increased or decreased according to the by-law adopted by the shareholders.

ARTICLE VIII INITIAL DIRECTORS

The name and street address of the first Board of Directors and Incorporators who, subject to the provision of these Articles of Incorporation, the by-laws and laws of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

PRESIDENT/SECRETARY/TREASURER/DIRECTOR

Reinier Cancio 4675 S.W. 143rd Avenue Miami, Florida 33175

VICE PRESIDENTS

Armando Mestre 4552 S.W. 143 Court East Miami, Florida 33175

Abel Gomez 14303 S.W. 45 Terrace Miami, Florida 33175

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a stockholder meeting by a majority of the stock entitled to vote thereon, unless all directors and all stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X REGISTERED AGENT

The resident Agent upon whom service of process is made is:

Reinier Cancio 4675 S.W. 143rd Avenue Miami, Florida 33175

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Reinier Cancio 4675 S.W. 143rd Avenue Miami, Florida 33175, for the use and purpose aforesaid.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Reinier Cancio
Incorporator/ Registered Agent

STATE OF FLORIDA)
SS
COUNTY OF MIAMI-DADE)

before me, an officer duly authorized to administer oaths and take acknowledgments, Mr. Reinier Cancio, the aforesaid subscriber to the foregoing Articles of Incorporation, and known to me to be the individual described in and whom executed the foregoing Articles of Incorporation, and acknowledged the foregoing Articles of Incorporation, as his voluntary act and deed and that the facts set forth therein are true and correct, and that I replied upon the following form(s) of identification, Incorporation, Incorpo

WITNESS my hand and official seal this 11 day of November, 2003.

My Commission Expires:

OFFICIAL NOTARY SEAL
YVETTE CARLO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION No. DD008218
MY COMMISSION EXP. APR. 4, 2005

Motary Public

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RETARY OF STATE
SAHASSEE, FLORIDA

This Articles of Incorporation was prepared by: Law Offices of E.I. Friedman, P.A. 10633 N. Kendall Drive Miami, Florida 33176 (305) 412-2111