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**FLORIDA PROFIT CORPORATION OR P.A.**

**XCITE-FEM PRODUCTIONS, INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
Xcite-Fem Productions, Inc.**

**ARTICLE I  
NAME**

The name of this corporation shall be:

**Xcite-Fem Productions, Inc.**

**ARTICLE II  
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III  
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares." Hector Chitva shall hold 50% of the shares. Stephen J. Caputi shall hold 50% of the shares.

**ARTICLE V  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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**ARTICLE VI**  
**PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is: 6702 ½ Sterling Road, Davie, Florida 33024.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 300 Las Olas Place, Suite 860, 300 SE 2<sup>nd</sup> Street, Fort Lauderdale, Florida 33301, and the name of the initial registered agent is Scott W. Rothstein, Esq.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors Initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Directors is:

Hector Chitiva, President  
6702 ½ Sterling Road  
Davie, Florida 33024

Stephen J. Caputi, Vice President  
6702 ½ Sterling Road  
Davie, Florida 33024

Isabel Reyes, Treasurer  
6702 ½ Sterling Road  
Davie, Florida 33024

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is Scott W. Rothstein, Esq., 300 Las Olas Place, Suite 860, 300 SE 2<sup>nd</sup> Street, Fort Lauderdale, Florida 33301. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

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**ARTICLE X  
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI  
AMENDMENTS**

This Corporation reserves the right to amend or repeal 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 has executed these Articles of Incorporation this 21 day of March, 2004.

  
SCOTT W. ROTHSTEIN, ESQ.  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 21 DAY OF MARCH, 2004.

By:   
Scott W. Rothstein, Esq.

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