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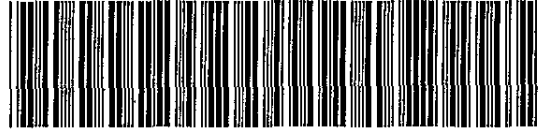
(Business Entity Name)

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DIVISION OF CORPORATIONS  
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TS00/09/04

Law Offices  
**Barry L. Halpern**  
2650 Biscayne Boulevard  
Miami, Florida 33137

Telephone (305) 573-2574  
Facsimile (305) 573-2576

April 2, 2004

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

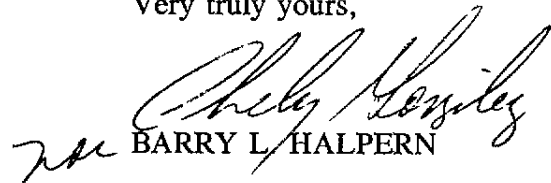
**Re: Deluxe Entertainment, Inc.**

Gentlemen/Madam:

Enclosed please find the Articles of Incorporation of the above-referenced corporation, including acknowledgement by Registered Agent.

I have also enclosed our check in the amount of \$78.75 to cover the related fees and receive a certified copy in this matter.

Very truly yours,

  
BARRY L. HALPERN

BLH/cg  
encl.:

*ARTICLES OF INCORPORATION  
OF  
**DELUXE ENTERTAINMENT, INC.***

The undersigned attorney Barry L. Halpern acting as Incorporator of Deluxe Entertainment, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be DELUXE ENTERTAINMENT, INC.

**ARTICLE II - PURPOSE**

The general nature of the business to be transacted by this corporation shall be in the Adult Entertainment business and in any and all lawful business under the laws of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1314 East Las Olas Boulevard, Suite 406, Fort Lauderdale, Florida 33301.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock having a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services, either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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#### **ARTICLE V - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

#### **ARTICLE VI - COMMENCEMENT OF EXISTENCE**

The existence of this corporation will commence immediately.

#### **ARTICLE VII - INITIAL RESIDENT AGENT AND ADDRESS**

The street address of the initial registered office of the corporation is 2650 Biscayne Boulevard, Miami, Florida 33137, and the name of the initial registered agent of this corporation at that address is Barry L. Halpern, Esquire. .

#### **ARTICLE VIII - DIRECTORS**

There shall be a Board of Directors of this corporation which shall consist of not less than one (1) and not more than nine (9) the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Directors may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, but the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting.

#### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

The member(s) of the first Board of Directors is/are:

##### **DIRECTORS**

##### **ADDRESS**

Kisha Tatiana Skillern, President

4765 N.E. 16th Avenue  
Oakland Park, Florida 33334

Bianca Bouldin, Treasurer

4765 N.E. 16th Avenue  
Oakland Park, Florida 33334

## **ARTICLE X - OFFICERS**

The officers of this corporation shall be a President, Treasurer, who shall be a Directors, and a Secretary, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices, except the President shall not be also the Secretary of an Assistant Secretary of this corporation. The initial officers of the corporation shall be as follows:

<b><u>OFFICERS</u></b>	<b><u>ADDRESS</u></b>
Kisha Tatiana Skillern, President	4765 N.E. 16th Avenue Oakland Park, Florida 33334
Bianca Bouldin, Treasurer	4765 N.E. 16th Avenue Oakland Park, Florida 33334

## **ARTICLE XI - AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

## **ARTICLE XII - BY LAWS**

The corporation's board of directors is specifically authorized from time to time to adopt By-laws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

## **ARTICLE XIII - MEETINGS**

Any action required or permitted by law to be taken at an annual or special meeting of

the shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

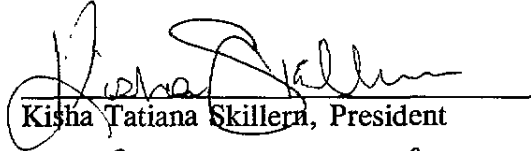
Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

#### **ARTICLE XIV - INDEMNIFICATION**

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 9th day of March, 2004.

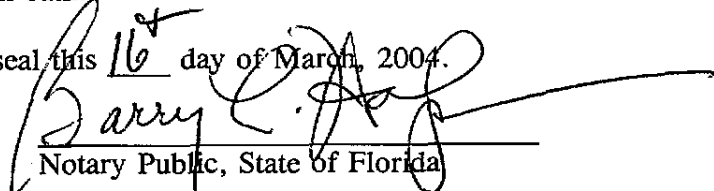
  
Kisha Tatiana Skillern, President

  
Bianca Bouldin, Treasurer

STATE OF FLORIDA     )  
                                  :     SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Kisha Tatiana Skillern and Bianca Bouldin, who are personally known to me or who produced their Florida Driver's License as identification, Kisha Tatiana Skillern and Bianca Bouldin, and who, after first being duly sworn, depose and state that they signed the foregoing Articles of Incorporation and they did take an oath.

WITNESS my hand and seal this 16 day of March, 2004.

  
Notary Public, State of Florida

My Commission Expires:




Barry L. Halpern  
MY COMMISSION # DD105613 EXPIRES  
April 3, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACKNOWLEDGEMENT BY REGISTERED 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:

  
BARRY L. HALPERN

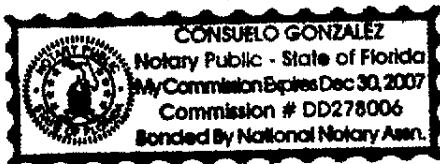
STATE OF FLORIDA     )  
                                      )  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared, BARRY L. HALPERN, to me well known and known to me to be the individual described in, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State last aforesaid this 16th day of March, 2004.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



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