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Florida Department of State

Division of Corporations

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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

new age erotica, inc.

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ARTICLES OF INCORPORATION

OF

NEW AGE EROTICA, INC.

ARTICLE I. NAME

The name of the professional service corporation is NEW AGE EROTICA, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1370 North Drive, North Miami Beach, FL 33179.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of real estate sales. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$1.00 per share, par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice real estate sales in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 4000 Hollywood Boulevard, Suite 350, Hollywood, Florida. The name of the initial registered agent at that address is Jeffrey Feinberg.

Jeffrey Feinberg, Esquire
FBN# 276700
4000 Hollywood Blvd., #350N
Hollywood, FL 33021
(954) 962-8889

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FILED
JUN 24 1984
CLERK OF COURT
JUL 1 1984

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Name	Address
Sharon Kirk	1370 North Drive North Miami Beach, FL 33179

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Jeffrey Feinberg, Esquire, 4000 Hollywood Blvd., Suite 350N, Hollywood, Florida 33021.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice real estate sales in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of June, 2004.



JEFFREY FEINBERG

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Jeffrey Feinberg to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 24th day of June, 2004.



NOTARY PUBLIC

My Commission Expires:



TOTAL P.05


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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART THEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, The name of this corporation is NEW AGE EROTICA, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Hollywood, County of Broward, State of Florida, has named Jeffrey Feinberg, Esquire, located at 4000 Hollywood Blvd., Suite #350N, Hollywood, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.



Jeffrey Feinberg
Resident Agent

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