

POS000001397

Charles Mendola

(Requestor's Name)

2601 S Roosevelt Blvd

(Address)

#210-A

Key West FL

(Address)

33040

(City/State/Zip/Phone #)

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FILED
JUL 12 2002
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

Is

**ARTICLES OF INCORPORATION
OF
DIRTY TALK PRODUCTIONS, INC.**

ARTICLE I: NAME

The name of the corporation is: Dirty Talk Productions, Inc.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to do all things which natural persons might lawfully do in the premises as follows: production, distribution, wholesale, retail of novelty items, related products and services and any other lawful business purpose.

ARTICLE III: CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock with a par value of ONE DOLLAR (\$ 1.00) for each share.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin doing business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI: ADDRESS

The initial post office address of this corporation in the State of Florida is: c/o Charles Mendola, 2601 South Roosevelt Blvd., # 210-A, Key West, Florida 33040.

ARTICLE VII: DIRECTORS

This corporation shall not have less than one (1) Director initially. The number of Directors may be increased from time to time as the Stockholder(s) desire, in accordance with the by-laws hereof, but at no time shall there be a number less than one.

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STATE OF FLORIDA

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and Officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
Charles Mendola.	2601 S. Roosevelt Blvd., # 210-A Key West, Florida 33040	Director	President

ARTICLE IX: SUBSCRIBERS

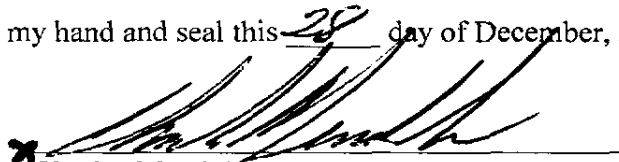
The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid there for are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT PAID</u>
Charles Mendola	2601 S. Roosevelt Blvd., # 210-A Key West, Florida 33040	500	\$ 500.00

ARTICLE X: AMENDMENT

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 Stockholders, and approved at a Stockholders meeting by a majority of the Stockholders.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 28 day of December, 2004.


Charles Mendola

STATE OF FLORIDA;
COUNTY OF MONROE:

I hereby certify that on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **Charles Mendola** to me known to be the person described as Subscriber in and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation. Witness my hand and official seal this 28th day of December, 2004.

 Notary Public


My Commission expires: 4-25-07



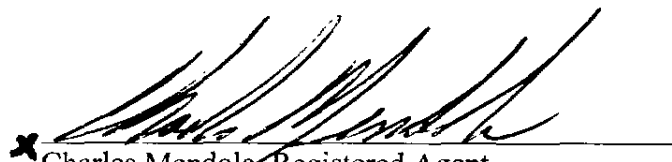
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST - that Dirty Talk Productions, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Key West, State Florida has named Charles Mendola located at 2601 South Roosevelt Blvd., # 210-A, Key West, Florida 33040 as its agent to accept service of process within Florida.


Charles Mendola, President
December 27, 2004

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


Charles Mendola, Registered Agent
December 28, 2004

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CLERK OF STATE
KEY WEST, FLORIDA