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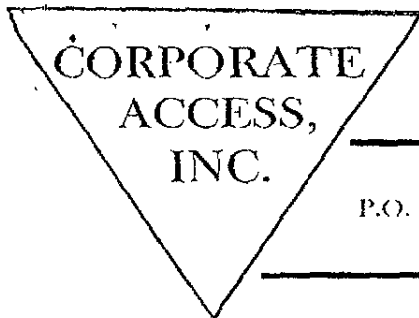
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Arts

1.

Foxy's Entertainment, Inc.  
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

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4.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

RECEIVED  
05 OCT 20 AM 10:33  
DIVISION OF CORPORATIONS

October 11, 2005

CORPORATE ACCESS, INC.

SUBJECT: FOXY'S ENTERTAINMENT, INC.  
Ref. Number: W05000046742

We have received your document for FOXY'S ENTERTAINMENT, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is P93000007607 - F.O.X.Y. ENTERTAINMENT, INC..

An effective date may be added to the Articles of Incorporation **if a 2006 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

Letter Number: 005A00061898

*Corrected +  
Resubmitted for filing.  
Thanks Linda*

ARTICLES OF INCORPORATION  
OF  
ALWAYS FOXY ENTERTAINMENT, INC.

05 OCT 10 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned, acting as Incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be ALWAYS FOXY ENTERTAINMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation shall be:

P.O. Box 708  
Orlando, Florida 32811

ARTICLE III - DATE OF EXISTENCE

This corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under applicable law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or directors, or otherwise. No provision of these Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, personal representatives, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act

and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

#### ARTICLE V – STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

#### ARTICLE VI – CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE VII – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation in the State of Florida shall be 120 East Concord Street, Orlando, Florida 32801. The name of the initial registered agent of this Corporation is Donna L. Draves, Esq. The Board of Directors may from time to time move the registered office to any other address in Florida and/or designate a new registered agent.

#### ARTICLE VIII – INCORPORATOR

The name and address of the Incorporator of this Corporation is Victoria Cintron, P.O. Box 708, Orlando, Florida 32811.

#### ARTICLE IX – INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1). The initial director is Victoria Cintron, P.O. Box 708, Orlando, Florida 32811.

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

#### ARTICLE X – NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 7<sup>th</sup> day of October, 2005.

INCORPORATOR:

  
\_\_\_\_\_  
VICTORIA CINTRON

DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

ALWAYS FOXY ENTERTAINMENT, INC., a corporation organized under the laws of the State of Florida, has named DONNA L. DRAVES, Esquire whose address is 120 East Concord Street, Orlando, Florida 32801, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

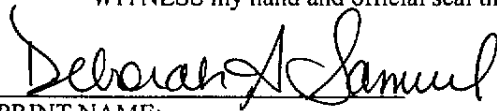
REGISTERED AGENT:

  
DONNA L. DRAVES

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Donna L. Draves, Esquire to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 7<sup>th</sup> day of October, 2005.

  
PRINT NAME:  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires: 1/12/07



Deborah A Samuel  
My Commission DD170991  
Expires January 12, 2007

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TALLAHASSEE, FLORIDA