

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Exotic Adult Entertainment, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
EXOTIC ADULT ENTERTAINMENT INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Exotic Adult Entertainment, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the corporation is 10300 SW 72 Street, Suite 333, Miami, Florida 33173.

ARTICLE III - DURATION AND COMMENCEMENT

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Division of Corporations of the Florida Department of State.

ARTICLE IV - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is Mimi Farley, with a street address at 10300 SW 72 Street, Suite 333, Miami, Florida 33173.

ARTICLE VI - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock at \$0.01 par value.

ARTICLE VII - INCORPORATOR

The name of the person signing these Articles of Incorporation is Jorge Espinosa, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.L., 201 South Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

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ARTICLE VIII - BYLAWS

The bylaws of the corporation may be created, amended or changed by the shareholders or directors at any regular or special meeting, duly held.

ARTICLE IX - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article IX shall adversely affect any right of or protection afforded to a director of the corporation existing immediately prior to such repeal or modification.

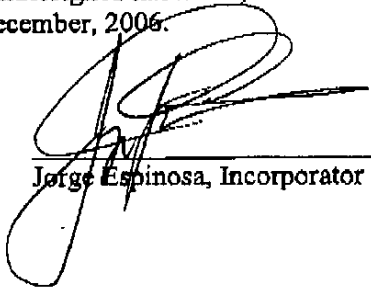
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the corporation. Without limiting the generality of the foregoing, the bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 7th day of December, 2006.



Jorge Espinosa, Incorporator

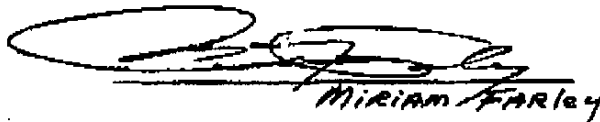
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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES
TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGE OF ITS DUTIES.

Dated this 7th day of December, 2006



MIRIAM FARLEY

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