

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

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ADDRESS

PHONE ()

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

JAN 5 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	ARK		

WALK-IN Will Pick Up 1-5 100

RE: S.D.B.T. Live
Nude Shows

C.C. FEE. DISBURSED

Capital Express™
Art. of Inc. Fil.
Corp. Record Search
Ltd. Partnership Fil.
Foreign Corp. Info
(C. Corp(s))
Art. of Amend. F.
Dissolution/Withdrawal
C U S-
Fictitious Name Filo
Name Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document Filing
Corporate Kit
Vehicle Search
Driving Record
Document Retrieval
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No.'s. Copies
Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prep
FAX () pgs

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

FILED
95 JAN -5 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation:

1. Name and Address: The name of this corporation is S.O.B.T. Live Nude Shows, Inc. the corporation office and mailing address is 2575 Ulmerton Road Suite 302, Clearwater, FL 34622

2. Duration: The period of its duration is perpetual.

3. Purpose: The purpose is to engage in any related activities or business permitted under the laws of the United States and Florida.

4. Capital Stock: The corporation is authorized to issue 1,000.00 shares, all of one class, at \$1.00 par value.

5. Initial Registration Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

Keith Johnson
2575 Ulmerton Road, Suite 302
Clearwater, FL 34622

6. Initial Board of Directors: This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

Name

Address

Keith R. E. Johnson

2575 Ulmerton Road,
Suite 302
Clearwater, FL
34622

7. Incorporator: The name and address of the Incorporator signing these articles of Incorporation is:

Name

Address

Keith Johnson

2575 Ulmerton Road,
Suite 302
Clearwater, FL
34622

8. Bylaw Amendment: The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the board of Directors and the shareholders.

9. Indemnification: The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of section 607.0850 of the Florida Statutes, as amended.

10. Informal Action of Directors: If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11. Amendment of Articles: The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

12. Pre-emptive Rights: Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

13. Director Conflict of Interest: A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firms, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time is approved by the board, a committee or the shareholders.

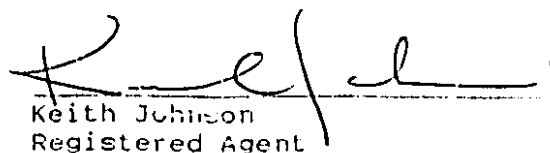
B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

14. Informal Action of shareholders. Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize to take such action at a meeting at which shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned incorporator
has executed these Articles of Incorporation this 3th day of
January, 1995.

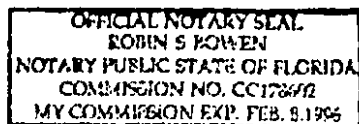

Keith Johnson
Incorporator

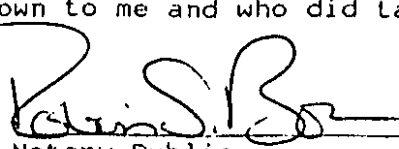
I hereby accept and am familiar with the duties of being
designated as Registered agent.


Keith Johnson
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me
this 3rd day of January, 1995 by Keith R.
Johnson, who is personally known to me and who did take an
oath.




Notary Public

My commission expires: 2/8/96

Robin S. Bowen