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FILED
95 JUL -7 11:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 5, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900001532669
-07/07/95--01072--002
*****78.75 *****78.75

SUBJECT: The Naked Truth Show, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$78.75 (filing fee & certificate).

FROM: Andrew Newell
2716 Bay Shore Rd., Apt. G
Sarasota, FL 34234

(813) 355-2746

SHARON L. TALA JUL 11 1995

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1. The name of the corporation shall be: The Naked Truth Show, Inc.

ARTICLE 2. The principal place of business and mailing address of this corporation shall be:
2716 Bay Shore Rd., Apt. G, Sarasota, FL 34234

ARTICLE 3. The corporation is authorized to issue one class of stock, that stock being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE 4. The name and address of the initial registered agent is:

Andrew Newell
2716 Bay Shore Rd., Apt. G
Sarasota, FL 34234

ARTICLE 5. The name and street address of the incorporator to these Articles of Incorporation is:

Andrew Newell
2716 Bay Shore Rd., Apt. G
Sarasota, FL 34234

ARTICLE 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

ANDREW B. NEWELL
Name of Incorporator

Andrew B. Newell
Signature

July 5, 1995
Date

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Naked Truth Show, Inc.
2. The name and address of the registered agent and office is:

Andrew Newell
2716 Bay Shore Rd., Apt. G
Sarasota, FL 34234

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*Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.*

Andrew R. Newell
(SIGNATURE)

July 5, 1995
(DATE)