



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 071100000032

REFERENCE : 655711 86901D

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : August 8, 1995

ORDER TIME : 11:09 AM

ORDER NO. : 655711

CUSTOMER NO: 86901D

CUSTOMER: Mr. Leif A. Tonnessen
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: MASSGIRL ENTERTAINMENT, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN AUG - 9 1995

FILED
95 AUG - 8 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300001555143

1501 HAYS STREET
TALLAHASSEE, FL 32309-3426
904 6571
904 60303 FAX
P9500061250

ARTICLES OF INCORPORATION

OF

MASSGIRL ENTERTAINMENT, INC.

FILED
95 AUG -8 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Massgirl Entertainment, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 331 Royal Poinciana, Palm Beach, Florida 33480.

THIRD: The number of shares that the corporation is authorized to issue is One Hundred (100), each of which has a par value of \$.01 per share, all of which are of the same class and are Common shares

FOURTH: The street address of the initial registered office of the corporation is the State of Florida is c/o *The Prentice-Hall Corporation System, Inc.* 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

Susan Falyet

ADDRESS

529 South Flager Dr.
Palm Beach, FL 33480

SIXTH: The purpose for which the corporation is organized is to engage in any lawful business for which

corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHT: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

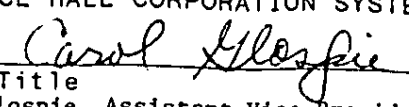
NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on *July 19, 1995*.


Susan Falyet, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: 
Name, Title
Carol Glospie, Assistant Vice President
Date: Aug. 7, 1995.