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NAME: BUTTERFLY ENTERTAINMENT, INC.  
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ARTICLES OF INCORPORATION  
OF  
BUTTERFLY ENTERTAINMENT, INC.

I, JOHN RASMUSSEN, being of legal age,  
do hereby sign these presents for the purpose of becoming a  
Corporation under the laws of the State of Florida authorizing the  
formation of Corporations.

ARTICLE I

The name of the Corporation shall be:  
BUTTERFLY ENTERTAINMENT, INC.

ARTICLE II

The general nature of the business and the objects and  
purposes to be transacted and carried on are to do any and all of  
the things herein mentioned, as fully and to the same extent as  
natural persons might or could do, viz:

A. Entertainment and escort service

and to do any and all things and matters necessary and appertaining  
thereto and further enabling this Corporation to engage in any  
activity or business permitted under the Laws of the United States  
and of the State of Florida.

B. To build, construct and alter houses, buildings and  
structures of whatsoever nature and kind; to develop real property

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Hollywood, Fl. 33024, Fl. Bar No. 281530, Telephone: (305) 966-7716

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generally; to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description;

C. To conduct all types of business and operations; to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions and dependencies of the United States.

D. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this Corporation;

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instruments, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bond, debentures,

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tures or other evidences thereof, and mortgage, trust, deed, pledges or other securities for the payment of same;

G. To act as agent, broker, or attorney-in-fact for any persons, firms or Corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to;

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association or Corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the Corporation or otherwise;

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder;

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts, trust and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities, and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or

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participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industry or other business concerns, firms, associations and corporations to institute, participate in or promote commercial merchandise financial and industrial enterprises and operations;

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner;

L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carry out any of the purposes of this Corporation.

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by Law; capital stock owned by the Corporation shall not be voted on directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote;

N. To do all acts and everything necessary, suitable,

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convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the Corporation, either as holders or, or interested in any property, or otherwise;

O. To exercise all of the powers which are now or may hereafter be conferred upon Corporations generally by the Laws of the State of Florida.

#### ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

7,500 shares at \$1.00 per share

#### ARTICLE IV

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved according to Law.

#### ARTICLE VI

The initial street address of said Corporation shall be:

3700 State Road 7, Miramar, FL 33023

with the privilege of having its office and branch offices at other places within or without the State of Florida.

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**ARTICLE VII**

The number of Directors of this Corporation shall be not less than one (1) nor more than (5) , and the initial Board of Directors of this Corporation shall be comprised of one (1) member.

**ARTICLE VIII**

The name and street address of the person who is appointed to act as Director until the first Annual Meeting of Stockholders or until their successors are elected and shall qualify, is:

**NAME**

**ADDRESS**

JOHN RASMUSSEN

3700 State Road 7  
Miramar, FL 33023

**ARTICLE IX**

The name and address of the person signing these Articles of Incorporation as a Subscriber and the number of Shares he/she has agreed to purchase, is:

**NAME**

**ADDRESS**

**NO OF SHARES**

JOHN RASMUSSEN

3700 State Road 7  
Miramar, FL 33023

500

**ARTICLE X**

These Articles Of Incorporation may be amended in the manner provided by Law. Each amendment shall be approved by the Board of

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Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a Majority of the Stockholders entitled to vote thereon.

ARTICLE XI

The address of the Registered Office of this Corporation shall

be: 3700 State Road 7  
Miramar, FL 33023

ARTICLE XII

The Corporation has designated as its Registered Agent:

John Rasmussen, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF, I, the undersigned, being the original Subscriber to the Capital Stock hereinabove named, and for the purpose of forming a Corporation pursuant to the Corporation Laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and agree to take the number of Shares of Stock hereinabove set forth, and accordingly have hereunto set my hand and seal this 10 day of August, 1995, at Hollywood, Broward County, Florida.

  
JOHN RASMUSSEN

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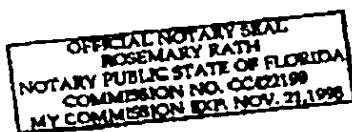
STATE OF FLORIDA )  
                          ) ss.  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared:  
JOHN RASTUSSEN, to me well known and known to me to  
be the person described in the foregoing document, or who provided  
Florida Driver's License as a means of identification, who  
executed the foregoing Certificate of Incorporation, acknowledged  
to and before me that he/she executed the same for the purposes  
therein expressed and who did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
official seal at Hollywood, Broward County, Florida, this 10th day  
of August, 1995.

Rosemary Rath  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That BUTTERFLY ENTERTAINMENT, INC.  
desiring to organize under the Laws of the State of Florida, with  
its principal offices as indicated in the Articles of Incorporation  
in the City of Miramar, County of Broward,  
State of Florida, has named John Rasmussen,  
located at: 3700 State Road 74, Miramar, FL 33023  
as Its Agent to accept Service of Process within this State.

  
JOHN RASMUSSEN

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above-stated Corporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY   
REGISTERED AGENT

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