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TRANSMITTAL LETTER

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 14 PM 4:01

Subject: PORNOGRAPHER, INC.

Enclosed please find the Articles of Incorporation for the above
and a check for:

___\$70.00 ___\$78.75 _X_\$122.50 ___\$131.25

FROM: GUSTAVO H. AVILES
Name (Printed or typed)
12328 S.W. 20 Terrace
Address
Miami, FL 33175
City, State & Zip
(305) 667-5994
Daytime Telephone

g 8/15/95

95 AUG 14 PM 4:01

**ARTICLES OF INCORPORATION
OF
PORNOGRAPHER, INC.**

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be PORNOGRAPHER, INC.

**ARTICLE II
TERM**

This corporation is to exist perpetually.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to issue is three hundred (300) shares of common stock being the only stock authorized to be issued and having a par value of one (\$1.00) dollar per share.

**ARTICLE V
REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is as follows: Gustavo H. Aviles, 12328 S.W. 20 Terr., Miami, Florida, 33175. The Board of Directors may from time to time move the registered office to any other address in the State of Florida or replace the Registered Agent.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law but shall never be less than one (1).

**ARTICLE VII
INITIAL DIRECTORS**

The names and addresses of the members of the initial Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified are:

NAME	ADDRESS
JORGE LUIS FERNANDEZ	3111 CARDENA St., Apt. 2 CORAL GABLES, Fl. 33134
MANUEL MAURICIO FERNANDEZ	3111 CARDENA St., Apt. 2 CORAL GABLES, Fl. 33134
GUSTAVO ALEXIS AVILES	12328 S.W. 20 Terr. Miami, Fla. 33175

**ARTICLE VIII
INCORPORATORS**

The name and address of each person signing these Articles of Incorporation as an incorporator is as follows:

NAME	ADDRESS
MANUEL MAURICIO FERNANDEZ	3111 CARDENA St., Apt. 2 CORAL GABLES, Fl. 33134

**ARTICLE IX
EFFECTIVE DATE**

The effective date for the commencement of the existence of this corporation shall be on the date of filing the Articles of Incorporation.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation or any amendment hereto or any right conferred upon the shareholders as subject to this reservation.

**ARTICLE XI
DIRECTORS AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix compensation unless otherwise provided in the Articles of Incorporation or By-laws.

**ARTICLE XII
INFORMAL ACTION OF DIRECTORS**

If all 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.

**ARTICLE XIII
PRINCIPAL OFFICE**

The initial street address in the State of Florida of the principal office of this corporation is 12328 S.W. 20 Terr., Miami, Florida, 33175. The corporation may change its principal office from time to time.

ARTICLE XIV

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida, this 26th day of July, 1995.


MANUEL MAURICIO FERNANDEZ

STATE OF FLORIDA)
COUNTY OF DADE) SS

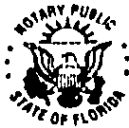
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MANUEL MAURICIO FERNANDEZ, to me known to be the person described in and who produced _____ (identification), and who acknowledged before me that he executed the same and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid this 26th day of July, 1995, A.D.

Olga L. Rodriguez
Notary Public

Print Name: Olga L. Rodriguez

My Commission Expires:



OLGA L RODRIGUEZ
My Commission CC290541
Expires May. 31, 1997
Bonded by HAI
800-422-1555

FILED STATE
SECRETARY OF CORPORATIONS
JUN 14 PM 4:01

REGISTERED AGENT

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: PORNOGRAPHER, INC.
2. The name and address of the registered agent and office is:

GUSTAVO H. AVILES
12328 S.W. 20 Terr.
Miami, Florida 33175

Signature: Manuel Mauricio Fernandez
Manuel Mauricio Fernandez
Title: Incorporator

Date: July, 26, 1995

Having been named as registered agent and to accept service 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.

Signature: Gustavo H. Aviles
Gustavo H. Aviles

Date: July, 26 1995

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared GUSTAVO H. AVILES, to me known to be the person described in and who produced _____ (identification), and who acknowledged before me that he executed the same and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid this 26th day of July, 1995, A.D.

Olga L. Rodriguez
Notary Public

Print Name: Olga L. Rodriguez

My Commission Expires:



OLGA L RODRIGUEZ
My Commission CC290541
Expires May. 31, 1997
Bonded by HAI
800-422-1555

FILE
SECRETARY
DIVISION OF
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95 AUG 14 PM 4:02