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September 11, 1995

REAL ESTATE DEPT.
(904) 488-1008

Secretary of State
Corporate Division
Post Office Box 6327
The Capitol
Tallahassee, Florida 32304

EFFECTIVE DATE
9-8-95

FILED
95 SEP 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: The Adult Entertainment Network of America, Inc.

Dear Sir or Madam:


I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	35.00
Certified copy	52.50
Registered agent fee	<u>35.00</u>
TOTAL	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Please do not hesitate to contact this office should you have any questions or require any additional information. Your prompt attention to this matter would be greatly appreciated.

Sincerely,


Lisa M. Novatka
Paralegal to
Edsel F. Matthews, Jr.

lmn
Enclosures

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***122.50 ***122.50

EFFECTIVE DATE
9-8-95

ARTICLES
OF
INCORPORATION

FILED
95 SEP 14 PM 3:00
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:

ARTICLE I - NAME & ADDRESS

The name of this corporation is The Adult Entertainment Network of America, Inc. and the address of the corporation is 4198 Madura Road, Gulf Breeze, FL 32561.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V - AMENDMENT OF ARTICLES

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 4198 Madura Road, Gulf Breeze, FL 32561, and the name of this corporation's initial registered agent is John Randall Duke.

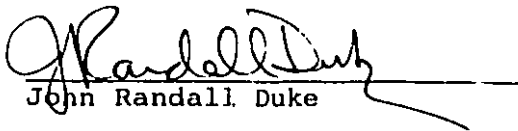
ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and address of the initial director is John Randall Duke, 4198 Madura Road, Gulf Breeze, FL 32561.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is John Randall Duke, 4198 Madura Road, Gulf Breeze, FL 32561.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 8th day of September, 1995.


John Randall Duke

STATE OF FLORIDA

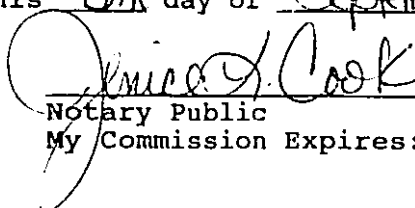
COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared John Randall Duke to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 8th day of September, 1995.



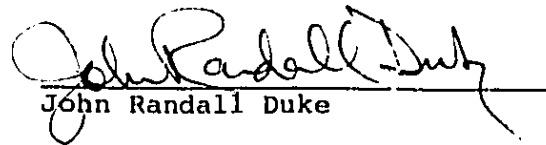
"OFFICIAL SEAL"
Jenice L. Cook
My Commission Expires 12/8/97
Commission #CC 335027


Notary Public
My Commission Expires: 12-8-97

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, John Randall Duke, heroby accept the appointment as registered agent for The Adult Entertainment Network of America, Inc., as set forth in its Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 2th day of September, 1995.


John Randall Duke

FILED
95 SEP 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA