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DOUMAR, CURTIN, CROSS, LAYNTROM & PERLOFF

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

RAYMOND A. DOUMAR, P.A.
CHARLES L. CURTIS, P.A.
WILLIAM S. CROSS, P.A.
D. WILLIAM LAYNTROM, JR., P.A.
JOHN W. PERLOFF, P.A.

ALSO ADMITTED IN MICHIGAN
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JOHN D. VOIGT, P.A.
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MARK E. ALLENWORTH, P.A.
STUART J. MACIVER, P.A.

ALSO ADMITTED IN PENNSYLVANIA

January 5, 1996

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

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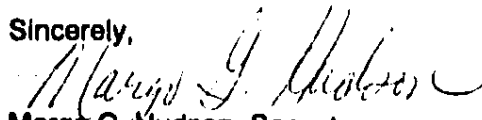
Re: Sugar Daddy's, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the original executed Designation of Registered Agent and Articles of Incorporation for the above corporation.

Also enclosed is your fee of \$122.50 for filing and certified proof of filing.

Sincerely,



Margo G. Hudson, Secy. to
CHARLES L. CURTIS
For the Firm

CLC:mgh
Enclosure

57
1/11

**ARTICLES OF INCORPORATION
OF
SUGAR DADDY'S INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the Corporation is SUGAR DADDY'S, INC.

ARTICLE II. - NATURE OF BUSINESS AND POWERS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are for the lounge business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

To contract debts and borrow money, issue, and sell or pledge bonds, debentures, notes and other evidence of indebtedness as required.

The said Corporation may perform any part of its business outside of the State of Florida, in other states or colonies of the United States, and throughout foreign countries as permitted by law.

The enumeration of the special powers herein set forth shall not be considered as a limitation upon the powers of this Corporation, but in addition thereto said

Corporation shall have all the powers authorized by and usually granted to corporations organized under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of capital stock having a par value of One Dollar (\$1.00) per share.

The consideration for the issuance of said shares of stock, of any part thereof, shall be currency of the United States of America, or property or services of value at least equivalent to the full par value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this Corporation at any meeting of the Board; but a determination concerning the issuance of certain of the corporation's shares of stock shall not in anywise fix or determine the value of shares later to be issued out of the remaining authorized but unissued stock. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or the services to be performed or rendered as consideration for the issuance of said stock shall be fixed by the Board of Directors of this Corporation at any regular meeting of the Board or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereof. Any and all shares of stock of this Corporation shall be issued for the consideration or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all

shares of this Corporation's stock so issued shall be deemed fully paid and non-assessable.

ARTICLE IV. - TERM OF EXISTENCE

This Corporation is to exist perpetually, unless sooner voluntarily dissolved according to law.

ARTICLE V. - ADDRESS

The address of this Corporation is 9621 N.W. 16th Street, Fort Lauderdale, Florida 33322.

ARTICLES VI. - INITIAL DIRECTORS AND OFFICERS

This Corporation shall have two (2) directors initially. The number of directors may increase or decreased from time to time in accordance with the By-Laws adopted by the stockholders or directors. Directors shall be of legal age but need not be residents of the State of Florida, nor stockholders. They shall be elected by a majority of the stockholders present and participating at the annual meeting of the Corporation to be held as prescribed by the By-Laws, and shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified.

The names and post office address of the first Board of Directors are;

1. Wayne Abbott
9621 N.W. 16th Street
Plantation, Florida 33322
2. Thomas A. Doherty, III, Vice President/Secretary
221 N.W. 118th Avenue
Coral Springs, Florida 33071

WAYNE ABBOTT, shall service as President and Treasurer and THOMAS DOHERTY, III, shall service as Vice President and Secretary, until the next regular

meeting of said Board, or at any special meeting for which such amendment is one of the purposes for which the meeting is called by a majority of the directors present. The Board of Directors shall conduct, manage, and have complete charge of the business and affairs of the Corporation. The Board of Directors shall have full power to specify the rules and conditions under which stock certificates shall be replaced. The Board of Directors shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the Corporation (in excess of the capital stock paid in).

The Board of Directors shall have the power and authority to purchase or otherwise acquire insurance, including life insurance, on the directors, officers and other employees of the Corporation. This power and authority shall include the ability to select a designation of the owner of the policy, the beneficiary thereof and other pertinent matters as the Board in its discretion deems proper. None of these officers is required to be a stockholder of the Corporation. Any person may hold two or more offices. All officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing term and until their respective successors are duly elected and qualified, unless it is provided by the By-Laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers shall be prescribed by the By-Laws or Resolution of the Board of Directors.

ARTICLE VII. - SUBSCRIBER

The names and post office addresses of the subscribers to these Articles of Incorporation are:

- | | | | |
|----|---|----|--|
| 1. | Wayne Abbott
9621 N.W. 16th Street
Plantation, FL 33322 | 2. | Thomas Doherty, III
221 N.W. 118th Avenue
Coral Springs, Florida 33071 |
|----|---|----|--|

ARTICLE VIII. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a duly called stockholder's meeting by a majority of the stock entitled to vote thereon at such meeting.

ARTICLE IX. - DESIGNATION OF REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: CHARLES L. CURTIS, ESQ., DOUMAR, CURTIS, CROSS, LAYSTROM & PERLOFF, 1177 S.E. Third Avenue, Ft. Lauderdale, Florida. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

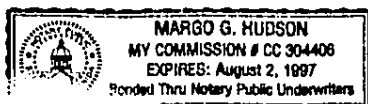
IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation, this 14th day of December, 1995.



WAYNE ABBOTT, PRESIDENT

STATE OF FLORIDA)
 :SS
COUNTY OF BROWARD)

THE FOREGOING instrument was acknowledged before me, this 14th day of December, 1995, by WAYNE ABBOTT, who is personally known to me, and who did take an oath.



NOTARY PUBLIC


State of Florida at Large

DESIGNATION OF REGISTERED AGENT

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In Compliance with section 48.091, Florida statutes, the following is submitted;

SUGAR DADDY'S, INC.

Desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at city of Fort Lauderdale, State of Florida.

Has named Charles L. Curtis, Esq., located at 1177 S.E. Third Avenue, Fort Lauderdale, Broward County, Florida, as its Agent to accept service of process within Florida.

Signature: Wayne Abbott
WAYNE ABBOTT, President

Date: 1/4/96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Charles L. Curtis
(Registered Agent)

Date: 12/15/95

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

79600003758

☒ CERTIFIED COPY

CUS

PHOTO COPY

☒ FILING

1.) Masterpiece Marketing & Media, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATION

FILED
96 NOV 15 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

Handwritten signature/initials

Articles of Incorporation
of
MASTERPIECE MARKETING & MEDIA, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

MASTERPIECE MARKETING & MEDIA, INC.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o Gregg S. Truxton, Esquire
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Blvd.
Suite 1035
Coral Gables, Florida 33134

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on November 15, 1996. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Gregg S. Truxton, Esquire
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Blvd.
Suite 1035
Coral Gables, Florida 33134

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gregg S. Truxton, Esquire
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Blvd.
Suite 1035
Coral Gables, Florida 33134


ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of November 14, 1996.



Gregg S. Truxton, Esquire

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of Masterpiece Marketing & Media, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Gregg S. Truxton, Esquire

Dated: November 14, 1996

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TALLAHASSEE, FLORIDA