

Gary S. Edinger

Attorney at Law

305 N.E. 1st Street • Gainesville, FL 32601 • Phone (904) 338-4440 • FAX (904) 337-0696

P96000011451

January 31, 1996

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Incorporation of Cafe Erotica of Florida, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

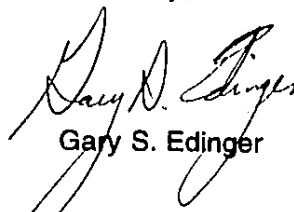
Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
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TOTAL	\$122.50

30000011451
-02/01/96--01039-014
***122.50 ***122.50

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

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

gse
Enclosures

RECEIVED
96 FEB -1 PM 1:42
FLORIDA DEPT OF STATE
TALLAHASSEE, FLORIDA

GB 2/6/96

**ARTICLES OF INCORPORATION
OF
CAFE EROTICA OF FLORIDA, INC.**

FILED
96 FEB -1 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this corporation is CAFE EROTICA OF FLORIDA, INC.

ARTICLE II

General Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock the Corporation shall be authorized to have outstanding is 1,000 shares of Class A voting common stock with 1 mill (\$0.001) par value and 1,000 shares of Class B nonvoting common stock with 1 mill (\$0.001) par value. The corporation shall have a lien on its shares of stock for any debts or liability incurred to it by a shareholder before being notified of the transfer or levy on such shares.

ARTICLE IV

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE V

Initial Principal Office and Registered Agent

The Registered Agent and the street address of the Initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

GARY S. EDINGER, Esquire
305 N.E. 1st Street
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI

Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

Initial Director

The name of the initial director of this Corporation and his street address is:

<u>Name</u>	<u>Address</u>
JERRY SULLIVAN	17035 S.E. CR 234 Micanopy, Florida 32667

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and are qualified, whichever first occurs.

ARTICLE VIII

Indemnification

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

ARTICLE IX

Incorporator

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

Name

Address

GARY S. EDINGER

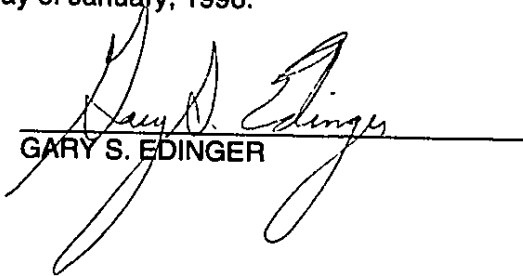
305 N.E. 1st Street
Gainesville, Florida 32601

ARTICLE X

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 by them to the stockholders and approved at a stockholders' meeting by two-thirds vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 31st day of January, 1996.


GARY S. EDINGER

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared GARY S. EDINGER, who is personally known to me and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to same on the 31st day of January, 1996.


NOTARY PUBLIC, State of Florida
My Commission Expires:



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

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That CAFE EROTICA OF FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida has named GARY S. EDINGER, Esquire, located at 305 N.E. 1st Street, City of Gainesville, County of Alachua, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY:


GARY S. EDINGER

STATE
OF FLORIDA

56 FEB -1 PM 1:42

FEB 1 1967

P9600011451

Gary S. Edinger
Attorney at Law

305 N.E. 1st Street • Gainesville, FL 32601 • Phone (904) 338-4440 • FAX (904) 337-0696

March 4, 1996

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399
(904) 488-9000

BY FEDERAL EXPRESS

RE: Articles of Amendment for Cafe Erotica of Florida, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the First Articles of Amendment for the above-referenced Florida corporation. Also enclosed is a check in the amount of \$87.50, representing payment of the following items:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
TOTAL	\$87.50

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

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,

Gary S. Edinger

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Enclosures

RECEIVED
96 MAR -5 PM 12:28
DIVISION OF CORPORATIONS

FILED
96 MAR -5 PM 4:09
TALLAHASSEE, FLORIDA

RECEIVED
-03/15/96--01073--006
*****87.50 *****87.50

March 3 11 1996
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ASIL

**FIRST ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
CAFE EROTICA OF FLORIDA, INC.**

FILED
96 MAR -5 PM 4:29
TAMPA, FLORIDA

These First Articles of Amendment to the Articles of Incorporation of CAFE EROTICA OF FLORIDA, INC. were adopted on March 4, 1996, pursuant to §607.1005, Fla. Stat. by the Incorporator of the Corporation before the issuance of any stock. Accordingly, the sole Incorporator does hereby amend the Articles of Incorporation, which Amendment shall become effective upon filing with the Department of State.

ARTICLE I

Article VII of the Articles of Incorporation, is hereby amended to identify the current Director of the Corporation:

"ARTICLE VII

Director

The name of the director of this Corporation and his street address is:

Name

Address

JEAN-CLAUDE BRUNEL

17035 S.E. CR 234
Micanopy, Florida 32667

The person named as director shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and are qualified, whichever first occurs."

ARTICLE II

A new Article XI is hereby created to designate the initial President of the Corporation:

"ARTICLE XI

President

The name of the initial President of this Corporation and his street address is:

<u>Name</u>	<u>Address</u>
JEAN-CLAUDE BRUNEL	17035 S.E. CR 234 Micanopy, Florida 32667

The person named as President shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and are qualified, whichever first occurs.

The other officers of the Corporation shall be elected in accordance with By-Laws to be adopted by the Corporation and amended from time to time."

APPROVED by the sole Incorporator of this Corporation before the issuance of any stock on this 4th day of March, 1996.


GARY S. EDINGER, Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, appeared GARY S. EDINGER, who is personally known to me and who did not take an oath and he acknowledged before me that he is the Incorporator of the foregoing Corporation and that he subscribed to these Articles on the 4th day of March, 1996.


NOTARY PUBLIC, State of Florida
My Commission Expires:

