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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
SUITE 200
MIAMI FL 33135- L 32714-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LACE TO LUST PRODUCTIONS, INC.

FAX AUDIT NUMBER:	H96000001899	CURRENT STATUS:	REQUESTED
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ARTICLES OF INCORPORATION

OF

LACE TO LUST PRODUCTIONS, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provisions of the General Business Corporation Act of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be: LACE TO LUST PRODUCTIONS, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

The initial capital of this corporation shall be in excess of one thousand dollars ($1000.00).

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 1000 shares of common stock, having a par value of one dollar ($1.00) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

Prepared by: Barry T. Shevlin, Esq.
Florida Bar No.: 511587
1111 Kane Concourse, Suite 605
Bay Harbor Islands, Florida 33154
Florida Bar No.: 981974
(305) 868-0304

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ARTICLE VI

The street address of the principle office of the corporation shall be: 4942 Sarazen Drive Hollywood, Florida 33021.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is at least one but no more than five, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Hillel Frishman
4942 Sarazen Drive
Hollywood, Florida 33021

ARTICLE VIII

The names and address of the first officer of this corporation is as follows:

PRESIDENT/ SECRETARY:

Hillel Frishman
4942 Sarazen Drive
Hollywood, Florida 33021

ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

ARTICLE X

The name and address of the initial incorporator is as follows:

Hillel Frishman
4942 Sarazen Drive
Hollywood, Florida 33201

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ARTICLE XI

The designated registered agent for this corporation and his address is as follows:

Hillel Frishman
4942 Sarazen Drive
Hollywood, Florida 33201

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for LACE TO LUST PRODUCTIONS, INC., this 6th day of February, 1995.

HILLEL FRISHMAN

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.:

BEFORE ME, the undersigned authority, this 6th day of February, 1996, personally appeared Hillel Frishman, who produced a drivers license, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Articles of Incorporation for LAEC TO LUST PRODUCTIONS, INC., and have executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 6th day of February 1996.

NOTARY PUBLIC, State of Florida
BARRY T. SHEVLIN
Printed Name

OFFICIAL NOTARY SEAL
BARRY T SHEVLIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC467612
MY COMMISSION EXP. JUNE 26,1999

OFFICIAL NOTARY SEAL
BARRY T SHEVLIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC467612
MY COMMISSION EXP. JUNE 26,1999

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CERTIFICATE OF DESIGNATION

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; LACE TO LUST PRODUCTIONS, INC., DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 4942 SARAZEN DRIVE HOLLYWOOD, FLORIDA 3[illegible], AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING HILLEL FRISHMAN AT 4942 SARAZEN DRIVE HOLLYWOOD, FLORIDA 33021 HAVING BEEN MADE 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 DUTIES.

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TALLAHASSEE, FLORIDA

REGISTERED AGENT
HILLEL FRISHMAN

2-6-96
DATE

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