

Thomas E. Gerrity

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April 15, 1996

P960000 39695

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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13 14 15 16 17 18 19 20 21 22 23 24
25 26 27 28 29 30 31 32 33 34 35 36

RE: EARTHLX PLEASURES, INC.

Dear Sir:

Please find enclosed an original of the "Articles of Incorporation" of the above captioned corporation, together with a check in the amount of \$70 to cover the filing, charter tax, and registered agent filing fee.

I would appreciate your advising the date of filing for this corporation at the address above.

Thank you for your cooperation.

Sincerely


Thomas E. Gerrity

TEG/ic
enclosures

Dmc
5/8/96

FILED
95 MAY -3 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EARTHLY PLEASURES, INC.**

FILED
96 MAY -3 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

EARTHLY PLEASURES, INC.

ARTICLE II

GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under that Florida General Corporation Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting at the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with the like force and effect as if he or she were not such Director or Officer of such other Corporation or not so interested.

ARTICLE VIII

REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

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 by them to the stockholders, and approved at

the stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX

TRANSFERABILITY OF SHARES

By stockholders' agreement by-laws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by a retiring, disabled, or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The stockholders of this corporation shall have the sole power to adopt, amend or repeal by-laws for the management of this corporation.

ARTICLE X

ADDRESS

The initial street and mailing address of the principal office of this corporation is: 3619 Webber Street, Sarasota, FL 34232.

ARTICLE XI

DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be two (2) initially. The number of directors may be increased, and after such increase, decreased from time to time by-laws adopted by the Shareholders. In no event shall the number of Directors be less than one (1).

The names and street addresses of the members of the first Board of Directors are:

Chad McDonald, 1851 Mova Street, Sarasota, FL 34231
Marjorie Barsel, 1851 Mova Street, Sarasota, FL 34231

ARTICLE XII

SUBSCRIBERS

The name and street address of each person signing the Articles of Incorporation as a subscriber is:

Marjorie Barsel, 1851 Nova Street, Sarasota, FL 34231

ARTICLE XIII

DATE CORPORATE EXISTENCE COMMENCES

The date when corporate existence for this corporation shall begin shall be on the date the Articles are filed by the Offices of the Secretary of State for the State of Florida.

ARTICLE XIV

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows: Majorie Barsel, 3619 Webber Street, Sarasota, FL 34232.

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

ARTICLE XV

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, an individual resident of the State of Florida, whose business is identical with the Registered Office of this Corporation, does hereby accept appointment as Registered Agent for this Corporation, and agrees to accept service of process within this State.


MARJORIE BARSEL

ARTICLE XVI

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in and is hereby reserved to the shareholders. By-laws shall be adopted, altered, amended, or repealed as provided therein.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 16 day of April, 1996.

Marjorie Basel
MARJORIE BASEL

STATE OF FLORIDA
COUNTY OF SARASOTA

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The foregoing instrument was acknowledged before me this 16 day of April, 1996, and the affiant is personally known to me.

Thomas E. Gerrity
NOTARY PUBLIC
Thomas E. GERRITY
Printed Name

My commission expires:



THOMAS E. GERRITY, JR.
MY COMMISSION # CC470070 EXPIRES
JUNE 9, 1999
BONDED THRU TROY FAIR INSURANCE, INC.