

CORPORATE OFFICE • 1900 PALM BAY ROAD • SUITE C • PALM BAY, FLORIDA 32905 407-723-0274 • 800-537-9863 • FAX 407-952-5371

May 17, 1996

Secretary of State Division of Corporations P.O. Box 6327 Tallahussee, FL 32314 \$1000001.25\$10.51.5 -0\$/20/96--01121--090 ****122,50 ****122,\$0

Attention: Filing Section:

Please find enclosed Articles of Incorporation and the registration fee \$122.50.

Please forward back to my office the Articles of Incorporation

Thank you for your assistance in this matter.

Sincerely,

Joseph F. Reilly President and COO

JR/ca

Enclosure

SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

BROTHEL ENTERTAINMENT, INC.

ARTICLE 1 - NAME

The name of this Corporation is Brothel Entertainment, Inc.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL AND INITIAL REGISTERED OFFICE AND AGENT

The principal and initial registered office of this Corporation shall be 4500 N. Dixie Highway, Suite 2, Palm Bay, FL 32905, the initial registered agent of this Corporation at such office shall be David Leon Brumlow who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than five. The names and addresses of the directors constituting the initial Board of Directors are:

Name

Address

David Leon Brumlow

4500 N. Dixie Highway Suite 2 Palm Bay, FL 32905



ARTICLE VII - INCORPORATOR

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

Name

Address

David Leon Brumlow

4500 N. Dixie Highway

Suite 2

Palm Bay, FL 32905

INCORPORATOR

STATE OF FLORIDA)	
)	SS
COLINTY OF BREVARDS	``	

The foregoing Articles of Incorporation of Brothel Entertainment, Inc. were acknowledged before me this 17th of May 1996; by David Leon Brumlow Incorporator.

OTARY DIA L

JOSEPH F REILLY My Comm Exp 10/29/99

Bonded By Service In NOTARY PUBLIC

No.CC506407

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Brothel Entertainment, Inc. at the place designed in the Articles of Incorporation, I, David Leon Brumlow agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

May 17, 1996

David Leon Brumlow