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July 2, 1996

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

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****122.50 ****122.50

RE: MISS NUDEFLORIDA PAGEANT, INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation. Please file these Articles and return one certified copy to me. I have enclosed my check in the amount of \$122.50 to cover the costs of filing, one certified copy and the registered agent designation.

If you have any further questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

KIM T. MOLLIKA, P.A.

Kim T. Mollica

Kim T. Mollica, Esq.

EFFECTIVE DATE

7-2-96

KTM/cm
Enclosures (3)

Dmc
7-10-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL -8 AM 9:25

FILED

FILED

96 JUL -8 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

MISS NUDE FLORIDA PAGEANT, INC.

EFFECTIVE DATE

7-2-96

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is MISS NUDE FLORIDA PAGEANT, INC.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 370 Camino Gardens Blvd, Suite 118, Boca Raton, Florida 33432-5826.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial director who shall hold office until their successors shall be chosen at the first meeting of the stockholders who have qualified shall be:

Lawrence Siegel
370 Camino Gardens Blvd.
Suite 118
Boca Raton, FL 33432-5826

ARTICLE VII

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended by any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is:

Lawrence Siegel
370 Camino Gardens Blvd.
Suite 118
Boca Raton, FL 33432-5826

ARTICLE XI

The street address of the initial registered office of the corporation is 370 Camino Gardens Blvd., Suite 118, Boca Raton, FL 33432 and the name of the initial registered agent of the corporation at that address is Kim T. Mollica, Esquire.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 2 day of June, ^{July} 1996.

Lawrence R. Siegel
Lawrence Siegel

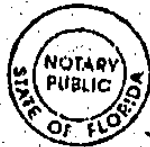
STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared LAWRENCE SIEGEL known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESSED my hand and official seal this 2 day of ^{July} June 1996 at Boca Raton, Palm Beach County, Florida.

Kim T. Mollica
Notary Public

MY COMMISSION EXPIRES:




KIM T. MOLLIKA
My Comm Exp: 1/06/97
Bonded By Service Ins
No. CC250853
 Personally Known Other: O.

CERTIFICATE OF REGISTERED AGENT

FILED

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

96 JUL -8 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Kim T. Mollica, Esquire
Registered Agent

DATED: 7-2-96