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FILED
AUG 5 PM 12:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

August 2, 1996

Florida Dept. of State
Division of Corps.
Box 6327
Tallahassee, FL 32314

800001919168
-08/05/96--01062--007
****122.50 ****122.50

Re: Professional Adult Services, Inc.

Dear Staff:

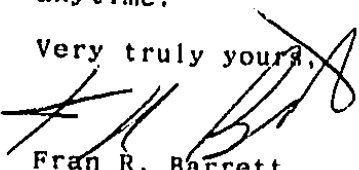
Enclosed please find the original and a copy of the Articles of Incorporation of the above referenced corporation.

Would you please file the original and return a certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$122.50 to cover the fee.

If you have any questions, please feel free to contact me at anytime.

Very truly yours,


Fran R. Barrett
FRB/ms

u 86-96

FILED
96 AUG -5 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this Corporation is PROFESSIONAL ADULT SERVICES INC., whose principal place of business is located at 4515 N. State Road 7, Lauderdale Lakes, FL 33319.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4515 N. State Road 7, Lauderdale Lakes, FL 33319 and the name of the initial registered agent of this corporation is William Reily.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME	ADDRESS
William Reily	4515 N. State Road 7 Lauderdale Lakes, FL 33319

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
William Reilly	4515 N. State Road 7 Lauderdale Lakes, FL 33319

ARTICLE IX - INDEMNIFICATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of Aug, 1996.

William B. Reilly
Subscriber

Subscriber

Subscriber

Subscriber

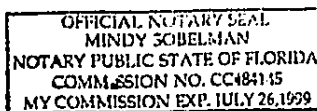
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared William Reilly known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of Aug, 1996.

Mindy Sobelman
Notary Public

My Commisison Expires:



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:

FIRST - THAT PROFESSIONAL ADULT SERVICES, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LAUDERDALE LAKES, STATE OF FLORIDA, HAS NAMED WILLIAM REILY LOCATED AT 4515 N. STATE ROAD 7, LAUDERDALE LAKES, FL 33319, STATE OF FLORIDA, CITY OF LAUDERDALE LAKES, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE William B. Reily
(Corporate Officer)
TITLE President
DATE 8/1/96

HAVING BEEN NAMED 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 PERFORMANCE OF MY DUTIES.

SIGNATURE William B. Reily
(Resident Agent)
DATE 8/1/96

FILED
96 AUG -5 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA