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TRANSMITTAL LETTER

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

900001943289
-09/10/96--01097--011
****122.50 ****122.50

Subject: ADULT PLATINUM SERVICES, INC.

Enclosed please find the Articles of Incorporation for the above
and a check for:

___\$70.00 ___\$78.75 _X_\$122.50 ___\$131.25

FROM: Maria R. de la Portilla
Name (Printed or typed)
420 S. Dixie Highway, Suite 4-B
Address
Coral Gables, FL 33146
City, State & Zip
(305) 667-5994
Daytime Telephone number

PMC
9-11-96

FILED
96 SEP -9 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ADULT PLATINUM SERVICES, INC.**

FILED
96 SEP -9 PM 3:16
SECRET
MILLAN

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be ADULT PLATINUM SERVICES, INC.

ARTICLE II

TERM

This corporation is to exist perpetually.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares of common stock being the only stock authorized to be issued and having a par value of one (\$1.00) dollar per share.

ARTICLE V

REGISTERED AGENT

The name and address of the initial registered agent of this corporation is as follows: Maria R. de la Portilla, 420 S. Dixie Highway, Suite 4-B, Coral Gables, FL 33146. The Board of Directors may from time to time move the registered office to any other address in the State of Florida or replace the Registered Agent.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The names and addresses of the members of the initial Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified are:

NAME	ADDRESS
JOSEFINA R. RAMIREZ	5208 Alton Road Miami Beach, FL 33140
CONCEPCION T. BRETOS	5208 Alton Road Miami Beach, FL 33140
GEMA G. HERNANDEZ	5208 Alton Road Miami Beach, FL 33140

ARTICLE VIII

INCORPORATORS

The name and address of each person signing these Articles of Incorporation as an incorporator is as follows:

NAME	ADDRESS
Josefina R. Ramirez	5208 Alton Road Miami Beach, FL 33140

ARTICLE IX

EFFECTIVE DATE

The effective date for the commencement of the existence of this corporation shall be on the date of filing the Articles of Incorporation.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation or any amendment hereto or any right conferred upon the shareholders as subject to this reservation.

ARTICLE XI

DIRECTORS AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix compensation unless otherwise provided in the Articles of Incorporation or By-laws.

ARTICLE XII

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIII

PRINCIPAL OFFICE

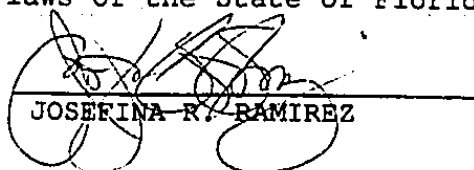
The initial street address in the State of Florida of the principal office of this corporation is 5208 Alton Road, Miami Beach, FL 33140. The corporation may change its principal office from time to time.

ARTICLE XIV

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida, this 5th day of August, 1996.

Sept.


JOSEFINA R. RAMIREZ

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOSEFINA R. RAMIREZ, to me known to be the person described in and executed the foregoing instrument and who produced F.D.L. (identification), acknowledged before me that she executed the same and who **did/did not** take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid this 5th day of August, 1996, A.D.
September



OLGA L RODRIGUEZ
My Commission G0290841
Expires May, 31, 1997
Bonded by HAI
800-432-1888

My Commission Expires:

Oleg L. Rodriguez
Notary Public

Print Name: Olga L. Rodriguez

REGISTERED AGENT

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation: ADULT PLATINUM SERVICES, INC.
2. The name and address of the registered agent and office is:

MARIA R. DE LA PORTILLA
420 S. Dixie Highway, Suite 4-B
Coral Gables, Florida 33146

Signature:

JOSEFINA R. RAMIREZ

Title: Director

Date: ^{25th} August 5th 1996

Having been named as registered agent and to accept service process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

MARIA R. DE LA PORTILLA

Date: August 5, 1996

Sept.

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MARIA R. DE LA PORTILLA, to me known to be the person described in and executed the foregoing instrument and who produced _____ (identification), acknowledged before me that she executed the same and who ~~did~~/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of August, 1996, A.D.



OLGA L. RODRIGUEZ
My Commission CC290841
Expires May, 31, 1997
Bonded by HAI
800-422-1555

September

Olga L. Rodriguez

Notary Public

Print Name: Olga L. Rodriguez

My Commission Expires: