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CORPORATE & BUSINESS LAW  
CRIMINAL LAW  
CONSTITUTIONAL LAW  
MARITAL & FAMILY LAW  
PERSONAL INJURY & WRONGFUL DEATH  
WILLS PROBATE & ESTATE PLANNING

September 24, 1996

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-10/08/96--01156--004  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Adult Connection Entertainment, Inc.

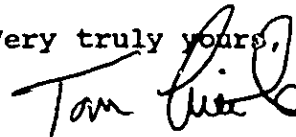
Dear Sir:

Enclosed please find duplicate original Articles of Incorporation for the above referenced entity. Please file one original and return the certified duplicate to me at the above address.

Also, I have enclosed my check in the amount of \$122.50 to cover the cost of filing and certification.

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,



Thomas C. Little  
Attorney at Law

TCL:js  
enc.

EFFECTIVE DATE  
OCT - 7 1996

FILED  
96 OCT - 8 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AB 10/11

EFFECTIVE DATE  
OCT - 7 1996

ARTICLES OF INCORPORATION  
OF  
ADULT CONNECTION ENTERTAINMENT, INC.

FILED  
96 OCT - 8 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

ADULT CONNECTION ENTERTAINMENT, INC.

with its principal office at 35246 U.S. 19 North, Suite 211, Palm Harbor, Florida 34684.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 7,500 shares of common stock (each with a par value of \$1.00).

ARTICLE IV

Subscribers, Incorporators and Directors

The names and addresses of the Subscriber(s), Incorporator(s) and Director(s) are:

<u>Name</u>	<u>Address</u>
MICHAEL DEL PRETE	3314 Haviland Court #204 Palm Harbor, FL 34684

#### ARTICLE V

##### Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of all classes of stock entitled to vote may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

#### ARTICLE VI

##### Fundamental Changes

The affirmative vote of the holders of a majority of the issued and outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- d. Dissolution of the corporation.

#### ARTICLE VII

##### Directors

A. The business of the corporation shall be managed initially by a board of two (2). The number of directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual

director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any Director who is also a stockholder may be removed for cause by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

#### **ARTICLE VIII**

##### **Long Term Employment Contract**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

## ARTICLE IX

### Pre-Emptive Rights

Any shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## ARTICLE X

### Effective Date

The date that corporate existence shall begin shall be OCTOBER 7, 1996. This election is pursuant to Florida Statute 607.167.

## ARTICLE XI

### Registered Office and Registered Agent

The address of the initial registered office of this corporation is 3314 Haviland Court, #204, Palm Harbor, FL 34684, and the corporation's registered agent is Michael Del Prete, at the

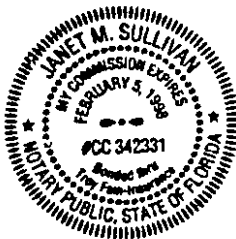
above address.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 7<sup>th</sup> day of OCTOBER, 1996.

  
MICHAEL DEL PRETE

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared MICHAEL DEL PRETE, and who after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of ADULT CONNECTION ENTERTAINMENT, INC., as the original subscriber to said corporation, for the purposes therein expressed, and who has produced DRIVER'S LICENSE as identification.



NOTARY PUBLIC

Sign

Janet M. Sullivan

Print

JANET M. SULLIVAN

STATE OF FLORIDA AT LARGE

My Commission Expires: 2/5/98

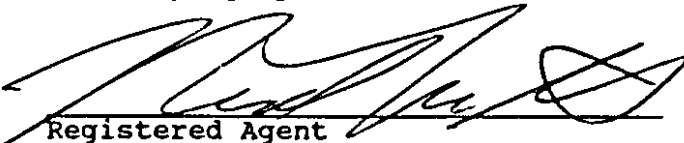
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - ADULT CONNECTION ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office at 35246 U.S. 19 North, Suite 211, Palm Harbor, Florida 34684 has named Michael Del Prete located at 3314 Haviland Court, #204, Palm Harbor, FL 34684, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Registered Agent

FILED  
96 OCT -8 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA