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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: WORLD'S SEXIEST VIDEOS, INC.

AUDIT NUMBER.....H96000014770

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION**

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**OF**

**WORLD'S SEXIEST VIDEOS, INC.**

**WITNESSETH**

**ARTICLE I**  
**NAME**

The name of the corporation shall be:

WORLD'S SEXIEST VIDEOS, INC.

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business and the mailing address of this corporation shall be:

637 N.E. 42nd Street  
Ft. Lauderdale, Florida 33334

**ARTICLE III**  
**DURATION**

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

**ARTICLE IV**  
**PURPOSE(S)**

This Corporation is organized for the purposes of transacting any and all lawful business.

**ARTICLE V**  
**CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE VI**  
**QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or

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by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VII**  
**LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617.0302, Florida statutes, unless limited as follows:

No limitations

**ARTICLE VIII**

The name and the street address of the initial registered agent is:

Robert Howayack  
637 N.E. 42nd Street  
Ft. Lauderdale, Florida 33334

**ARTICLE IX**  
**INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) for these articles of incorporation is(are):

Robert Howayack  
637 N.E. 42nd Street  
Ft. Lauderdale, Florida 33334

**ARTICLE X**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have One director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial Director of the corporation is as follows:

Robert Howayack  
637 N.E. 42nd Street  
Ft. Lauderdale, Florida 33334

**ARTICLE XI**  
**INDEMNIFICATION**

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The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XII**  
**LIMITATION ON SHAREHOLDERS SUITS**

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

The undersigned incorporator(s) has(have) executed these articles of incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

Signature(s) of the incorporator(s)

Robert Howayeck

Robert Howayeck

Robert Howayeck

signing

Typed name of incorporator

Typed name of incorporator signing

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 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: WORLD'S SEXIEST VIDEOS, INC.
2. The name and address of the registered agent and office is:

Robert Howayeck  
637 N.E. 42nd Street  
Ft. Lauderdale, Florida 33334

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EMPIRE CORPORATE KIT

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
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:

Robert H. Hargul

DATE:

10/15/96

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