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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: EXOTIC FLICKS ETC, INC.

AUDIT NUMBER.....H96000016650

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

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

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96 NOV 25 PM 3:00
TALLAHASSEE, FLORIDA

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MC 11-26-96

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November 25, 1996

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

RE: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Exotic Flicks ETC, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,

x 

Kornel Nika

Prepared By:
David Hernandez
210 N. University Dr Ste 502
Coral Springs, Fl. 33071
(305) 346-7288

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ARTICLES OF INCORPORATION
OF

H96000016650

Exotic Flicks ETC, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
Exotic Flicks ETC, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Prepared By:
David Hernandez
210 N. University Dr. Ste 502
Coral Springs, Fl. 33071

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ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 1841 S. SR 7, Ft. Lauderdale, Fl. 33317 and the name of the initial registered agent of this corporation at that address is Kornel Nika.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Kornel Nika
1841 S. SR 7
Ft. Lauderdale, Fl. 33317

ARTICLE IX. Officers. The initial officers of the corporation will be: Kornel Nika, President, Secretary, and Treasurer.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Kornel Nika
1841 S. SR 7
Ft. Lauderdale, Fl. 33317

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

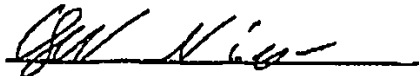
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ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 1841 S. SR 7, Ft. Lauderdale, Fl. 33317
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of November, 1996.

x

 (SEAL)

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Kornel Nika, 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 the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 25th Day of November, 1996.

NOTARY PUBLIC

My Commission Expires: _____

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EMPIRE CORPORATE KIT

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State State of Florida Division of
Corporations Department of State
Tallahassee, FL 32304

I, Kornel Nika, do hereby consent to serve as
registered agent for the corporation, Exotic Flicks ETC, Inc.
This 25th Day of November, 1996.

x


Kornel Nika

Address of registered agent:

1841 S. SR 7
Ft. Lauderdale, FL 33317

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