

P96000098614
TRANSMITTAL LETTER

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

SECRETARY OF STATE
-12/09/96-01001-003
*****761.75 *****761.75

SUBJECT: Erotic Reproductions, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Machelle L. Beasley
Name (Printed or typed)

3801 West Granada street
Address

Tampa, Florida. 33629
City, State & Zip

813 835-4980
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -3 PM 12:55

Paid ck 7872

NOTE: Please provide the original and one copy of the articles.

g/falep10

EFFECTIVE DATE

01/01/97

ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Erotic Reproductions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principle place of business of this Corporation shall be in the State of Florida, in Hillsborough County. The physical address shall be 3801 West Granada Street, Tampa, Florida 33629.

The principle mailing address of this corporation shall be 4048 West Kennedy Blvd., Box 693, Tampa, Florida 33609.

The Corporation may have such other offices within the State of Florida, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to issue is (100) shares. The type of stock this corporation shall issue is (1) class of common stock with voting rights equaling one vote per share. The stock is further designated as No-Par Value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Machelle L. Beasley
Erotic Reproductions, Inc.
3801 West Granada Street
Tampa, Florida 33629

ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation are:

Machelle L. Beasley
3801 West Granada Street
Tampa, Florida 33629

ARTICLE VI EFFECTIVE DATE

The effective date of Erotic Reproductions date of incorporation is **January 1, 1997**.

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December of each year.

ARTICLE VIII INDEMNITY

The corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counseling fees, reasonably incurred by or imposed upon by him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall be apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

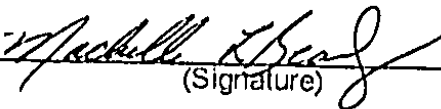
(b) The Corporation shall provide to any person which is or was a director, officer, employee or agent of the Corporation or is or was at serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VIII.

ARTICLE VIII CORPORATE SEAL

A corporate seal shall be provided which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words 'Corporate Seal'

The undersigned incorporators have executed these Articles of Incorporation this 11th day of November, 1996.


(Signature)

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

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 is: Erotic Reproductions, Inc.

2. The name and address of the registered agent and office is:

Machelle L. Beasley
Erotic Reproductions, Inc.
3801 West Granada Street
Tampa, Florida 33629

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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 com-
plete performance of my duties, and I am familiar with and accept the obligations
of my position as registered agent.*

Machelle L. Beasley
(Signature)

11/11/96
(Date)