

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

96 DEC 12 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-26145

AL DEC 12 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE 12/12 _____
TIME _____ CK No. _____
BY _____

WALK-IN 10:00 _____
Will Pick Up _____

RE: X - Clusive Video, Inc II

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 12, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: X-CLUSIVE VIDEO, INC II
Ref. Number: W96000026145

We have received your document for X-CLUSIVE VIDEO, INC II and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 196A00055636

Corrected.

A. T. COOPER III
ATTORNEY AT LAW
1230 MYRTLE AVENUE SOUTH
SUITE 102
CLEARWATER, FLORIDA 34616
TELEPHONE (813) 447-0212 • FAX (813) 441-4039

December 11, 1996

Department of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

RE: **X-CLUSIVE VIDEO, INC. II**
(New corporation)
My File No.: 96-847

Dear Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-named prospective corporation, along with my check to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please return one certified copy of the Articles to this office.

My clients, Ron Miller and Britt Miller, now own the corporation known as X-Clusive Video, Inc., having purchased same from Dena and John Karras.

If you have any questions, please do not hesitate to call.

Yours truly,


A. T. COOPER III

ATCIII/mss
Enclosures

ARTICLES OF INCORPORATION

OF

X-CLUSIVE VIDEO, INC. II

FILED

96 DEC 12 PM 4: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the Corporation is **X-CLUSIVE VIDEO, INC. II.**

ARTICLE II DURATION

This corporation shall have perpetual existence, which existence shall commence upon the time of filing and continue until terminated by unanimous agreement of the members.

ARTICLE III PURPOSES

A. To engage in an adult video business, to carry on any trade or business incidental thereto or connected therewith, and to own, rent, lease, sell, or otherwise manage, control, deal in, or dispose of any and all property of every discription, incidental to or capable of being used in connection with such business.

B. To conduct business in, or have one or more offices in, and buy hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

C. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of

the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.

F. To do such other things are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, and to perform any act authorized or allowed by the laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having par value of \$1.00 per share.

ARTICLE V INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00

ARTICLE VI PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights such that each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII
REGISTERED AND PRINCIPAL OFFICE OF CORPORATION;
MAILING ADDRESS OF CORPORATION; AND
REGISTERED AGENT OF CORPORATION

The street address of the initial registered and principal office this corporation is: 7690 Ulmerton Road, Largo, Pinellas County, Florida 33771

The name and address of the registered agent of this corporation are: Britt Miller, 7690 Ulmerton Road, Largo, Florida 33771.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are: Britt Miller, 7690 Ulmerton Road, Largo, Florida 33771.

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

Initially, this corporation shall not have more than three (3) directors and no less than one (1) director. The number directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
BRITT MILLER	7690 Ulmerton Road Largo, Florida 33771

ARTICLE X
OPERATIONS
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his or her name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
BRITT MILLER	100

Shares held by shareholders may not be sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price

and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified account to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the assets to be of ample value.

ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers and business affairs of the corporation may be exercised by or under the authority and direction of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of December, 1996.

Britt Miller
BRITT MILLER, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared BRITT MILLER, (check one) ☒ who is personally known to me, or ☐ who produced as identification _____

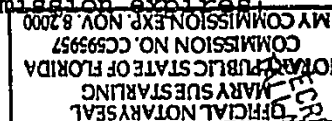
_____ and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed same, for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me in my presence this 11th day of December, 1996.

Mary Sue Starling
NOTARY PUBLIC

Print Notary Name:

My Commission expires _____



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above named corporation, X-CLUSIVE VIDEO, INC. II, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 11th day of December, 1996.

Britt Miller
BRITT MILLER, as Registered Agent