

March 5th, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

700002106857--5
-03/07/97--01016--019
****122.50 ****122.50

Re: Sex Supermarket, Inc.

Gentlemen:

We are enclosing herewith two original of the Articles of Incorporation for the above referenced Corporation. In addition, a check in the sum of \$122.50 is enclosed for the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

Please file the enclosed and return a certified copy to the undersigned. Your prompt attention to this matter is appreciated.

Very Truly Yours,


Armando Font

AF/maf

Enc.



FILED
97 MAR -7 PM 4:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 11, 1997

ARMANDO FONT
7471 N.W. 63 STREET
MIAMI, FL 33166

The name SEX SUPERMARKET, INC. has been reserved for 120 days beginning February 11, 1997. The reservation number is R97000000673 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 297A00007106

**CERTIFICATE OF INCORPORATION
OF
SEX SUPERMARKET, INC.**

97 MAR -7 PM 4:02
TALLAHASSEE FLORIDA
SECRETARY OF STATE

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the Corporation shall be: SEX SUPERMARKET, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall be the sum of not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial principal office of the Corporation is located at 7471 N.W. 63 Street, Miami, Florida 33166. The name of the initial Registered Agent of the Corporation at that address is ARMANDO FONT.

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than (5).

ARTICLE VIII

The name and street address of the member of the first Board of Directors of this Corporation are as follows:

ARMANDO FONT	2901 S.W. 135 Avenue, Miami, Florida 33175
MARIA A. FONT	2901 S.W. 135 Avenue, Miami, Florida 33175

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

ARMANDO FONT	2901 S.W. 135 Avenue, Miami, Florida 33175
MARIA A. FONT	2901 S.W. 135 Avenue, Miami, Florida 33175

ARTICLE X

The corporation existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned ARMANDO FONT and MARIA A. FONT, being natural persons, competent to contract, have here unto set his/their hands and seal this 28th day of February, 1997.


ARMANDO FONT


MARIA A. FONT

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared ARMANDO FONT and MARIA A. FONT, known and known to me to be the persons described herein and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 28th day of February A.D., 1997.


Lizette Castro

My Commission Expires:
April 27, 1998



LIZETTE CASTRO
My Commission CC368199
Expires Apr. 27, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

**The undersigned hereby accepts the appointment as the initial Registered Agent
of SEX SUPERMARKET, INC., as made in the foregoing Articles of Incorporation.**

ARMANDO FONT

Date: 2/28/97

By: 
Armando Font, President

FILED
97 MAR -7 PM 4:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA