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Chapter Number Only

3/18/97

Consuelo C. Fernandez

Requestor's Name

5404 W. Flagler St.

Address

Miami FL 33134

City

State

ZIP

Phone

443-2088A

VALIDATION ONLY

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97 MAR 19 PM 3:41  
STATE  
ALABAMA  
TOLSON

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CORPORATION(S) NAME

Pleasure Parties By Charlene, Inc.



Empire Toll Free: 1-800-432-3028



Profit

( ) NonProfit

( ) Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent



Certified Copy

( ) Photo Copies

( ) Certificate Under Seal

( ) Call When Ready

( ) Call If Problem

( ) After 4:30

( ) Walk In

( ) Will Wait

( ) Pick Up

( ) Mail Out

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DEPARTMENT OF CORPORATION

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PLEASURE PARTIES BY CHARLENE, INC.

ARTICLE I-NAME

The name of this corporation is PLEASURE PARTIES BY CHARLENE,  
INC.

ARTICLE II-DURATION

The corporation shall have a perpetual existence.

ARTICLE III-PURPOSE

The purpose of this corporation is to engage in any  
activities or business permitted under the Laws of the United  
States and florida more specifically, to conduct business in  
sale of lingerie.

And, in general, to carry on any other business whatsoever in  
connection with the foregoing or which is calculated, directly or  
indirectly, to promote the interest of the corporation or to  
enhance the value of its properties.

And, further, to borrow or raise money for any purpose of  
the company, and to secure the same interest, or for other  
purposes, to mortgage all or any part of the property corporeal or  
incorporeal rights or franchises of this company now owned or

hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

#### ARTICLE IV-CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and principal office of this Corporation shall be 3240 N.W. 19 TERRACE, MIAMI, FLORIDA  
33125 and  
the initial registered agent of this Corporation shall be CHARLENE BORGES whose address is 3240 N.W. 19 TERRACE, MIAMI, FLORIDA  
33125  
who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

#### ARTICLE VI-BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than five (5). The names and addresses of the directors and officers

constituting the initial Board of Directors are:

Name:

Address:

CHARLENE BORGES  
PRES/SEC/DIR

3240 N.W. 19 TERRACE  
MIAMI, FL 33125

JOSE ANTONIO BORGES  
V.PRES/DIR

3240 N.W. 19 TERRACE  
MIAMI, FL 33125

ARTICLE VII-INCORPORATOR

The name and address of the person signing these Articles of  
Incorporation is:

Name:

Address:

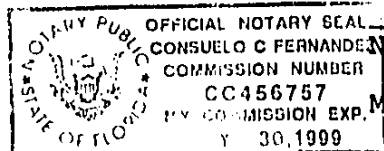
CHARLENE BORGES

3240 N.W. 19 TERRACE  
MIAMI, FL 33125

*Charlene Borges*  
CHARLENE BORGES

STATE OF FLORIDA    )  
                              ) S.S.  
COUNTY OF DADE    )

The foregoing Articles of Incorporation of PLEASURE PARTIES BY  
CHARLENE, INC., were acknowledged before me this \_\_\_\_  
17 day of March, 1997, by  
CHARLENE BORGES Incorporator.



*Consuelo C Fernandez*  
Notary Public  
My commission expires:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PLEASURE PARTIES BY CHARLENE, INC. at the place designated in the Articles of Incorporation CHARLENE BORGES agrees to act in this capacity, and agrees to comply with the provision of Section 48.091 relative to keeping open such office.

Date: 3/17/97

  
CHARLENE BORGES  
REGISTERED AGENT