

4/23/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SEXO PLUS, INC.

AUDIT NUMBER.....H97000006576

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

(5)

OF

SEXO PLUS, INC.

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

ARTICLE I

The name of the corporation shall be: SEXO PLUS, INC.

ARTICLE II

The principal place of business and mailing address of the corporation shall be: 10437 SW 118 COURT, MIAMI, FLA. 33186.

ARTICLE III

This corporation may engage in any act or business permitted under the laws of the State of Florida.

ARTICLE IV

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

ARTICLE V

This corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall perpetually thereafter be in existence unless sooner dissolved by and in accordance with Florida law.

PREPARED BY:
ARMANDO J. BUCHLO, JR., ESQ.
2028 Coral Way, Suite 307
Miami, Fla. 33145
Fla. Bar No: 280755
(305) 442-1942

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H 97000006576 ARTICLE VI

The name and address of the initial registered agent is:
CARIDAD GOMEZ, 10437 SW 118TH COURT, MIAMI, FLA. 33186.

ARTICLE VII

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

CARDIDAD GOMEZ
10437 SW 118TH COURT
MIAMI, FLA. 33186

ARTICLE VIII

The names and addresses of the members of the first Board of
Directors is:

CARIDAD GOMEZ, PRESIDENT
10437 SW 118TH COURT
MIAMI, FLA. 33186

ARTICLE IX

The initial bylaws shall be adopted by the Board of Directors.
The power to alter, amend or repeal the bylaws or adopt new bylaws
shall be vested in the Board of Directors. The bylaws may contain
any provisions for the regulation and management of the affairs of
the corporation not inconsistent with the Florida General
Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the Corporation and
any one or more of its directors are shareholders, members,
directors, officers or employees, or in which they are interested,
shall be valid for all purposes, notwithstanding the presence of
the director or directors at the meeting of the Board of Directors
of the corporation that acts upon, or in reference to the contract
or transaction, and notwithstanding his or her participation in the
action, if the fact of such interest shall be disclosed or known to
the board of directors, the interested director is to be counted in
determining whether a quorum is present and to be entitled to vote
on such authorization or ratification.

H 97000006576 ARTICLE X

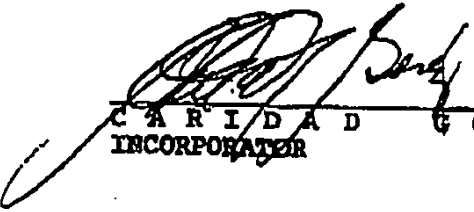
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The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation on this 21ST day of APRIL, 1997.


CARIDAD GOMEZ
INCORPORATOR

STATE OF FLORIDA

ss:

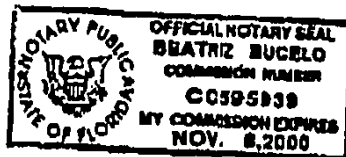
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, CARIDAD GOMEZ, the party to the foregoing Articles of Incorporation, known to me to be the person who executed the same freely and voluntarily and that the facts stated therein are truly set forth.

WITNESS my hand and seal at Miami, County of Dade, State of Florida on this 21ST day of APRIL, 1997.

My commission expires:


Notary Public



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

Pursuant to the provisions of section 617.0501, 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.

First that, SEXO PLUS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named CARIDAD GOMEZ located at 10437 SW 118TH COURT, MIAMI, FLA. 33186, as its agent to accept service of process within this State.

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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


 Registered Agent

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