0037812

TRANSMITTAL LETTER

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

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

5114 Drury Court

Address

New Port Riches, F1 34653

City, State & Zip

(813) 376 - 1674

Daytime Telephone number

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

W97-8762 OM 4/15/99



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 15, 1997

GINETTE PENA 5114 DRURY COURT NEW PORT RICHEY, FL 34653

SUBJECT: BABES R' US ADULT ENTERTAINMENT, INC. Ref. Number: W97000008762

We have received your document for BABES R' US ADULT ENTERTAINMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are unable to file the letter "R" backwards in your corporate name.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6931.

Becky McKnight

Letter Number: 797A00019026

ARTICLES OF INCORPORATION

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:

Babes R'Us Adult Entertainment, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5114 Drury Court New Port Richey, Fl 34653

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and address of the initial registered agent is:

Ginette Pena
5114 Drury Court
New Port Richey, Fl 34653
FILED
787 28 PH 4: 25

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Ginette Pena 5114 Drury Court New Port Richeg, Fl 34653

The undersigned incorporator(s)) has(have) executed these	Articles of	Incorporation this

24 In day of April , 19 97.

(An additional article must be added if an effective date is requested.)

Signature
Signature

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.

l. The name of the corporation is:	Babes R' Us
1. The lance of the corporation is	Adult Entertainment Inc

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

Ginette Pena Es	9 7	
(NAME)	APA	TI
5114 Drary Court	28	
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)	F 22	Ö
New Port Richey, Fl 3465毫	2 :41 2 :41	
(CITY/STATE/ZIP)	'' ŭ	

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.

Surflever April 24th, 1997
(SIGNATURE) (DATE)