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May 23, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

400002191704--8
-05/27/97--01090--019
*****70.00 *****70.00

Re: Incorporation of XXXtasy Web Productions, Inc.

Gentlemen:

On behalf of the incorporators of the above named corporation,
I am enclosing the following items:

1. Articles of Incorporation
2. My check in the amount of \$70.00 payable to the
Florida Department of State representing the filing fee of \$70.00.

Please return the letter acknowledging incorporation to this
office.

If there are any questions or problems with this filing,
please call the undersigned collect in an effort to resolve the
matter.

Thank you for your cooperation.

Very truly yours,


Wm. Robert Dickey

cc: Brian L. Jones
WRD/dh

MAY 29 1997 BSB
97 MAY 27 PM 2:47
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF INCORPORATION
OF
XXXTASY WEB PRODUCTIONS, INC.

FILED
97 MAY 27 PM 2:47
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is XXXTASY WEB PRODUCTIONS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To develop, market, sell and host adult oriented web sites on the electronic internet; to employ persons to conduct such activities; to acquire and maintain assets and services needed for or helpful to the conduct of such activities; and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock with a par value of \$1.00 per share, all of said stock to be of a single class.

ARTICLE V. PREEMPTIVE RIGHTS

The holders of common stock shall have preemptive rights to purchase proportionately any shares of this corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3209-58th St. S., No.236, Gulfport, FL 33707, and the name of the initial registered agent of this corporation at that address is BRIAN L. JONES.

ARTICLE VII. CORPORATE PRINCIPAL OFFICE AND ADDRESS

The initial principal office of this corporation and its mailing address is:

3209-58th St. S., No. 236
Gulfport, FL 33707

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided for in 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>
BRIAN L. JONES	3209-58th St. S., No. 236 Gulfport, FL 33707
SHARON K. HAMILTON	3209-58th St. S., No. 236 Gulfport, FL 33707

ARTICLE IX. INCORPORATORS

The names and addresses of the incorporators signing these articles are:

<u>Name</u>	<u>Address</u>
BRIAN L. JONES	3209-58th St. S., No. 236 Gulfport, FL 33707
SHARON K. HAMILTON	3209-58th St. S., No. 236 Gulfport, FL 33707

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation. Any such amendment or repeal shall be done in the manner provided by law.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on May 23, 1997.

Brian L. Jones

BRIAN L. JONES
Incorporator

Sharon K. Hamilton

SHARON K. HAMILTON
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS) SS

The foregoing Articles of Incorporation of XXXTASY WEB PRODUCTIONS, INC. were acknowledged before me this 23rd day of May, 1997, by Brian L. Jones and Sharon K. Hamilton, the incorporators, each of whom _____ is personally known to me or, X produced a Florida drivers license as identification.

Darlene K. Hegedus

(Affix Seal)
Darlene K. Hegedus
Notary Public, State of Florida
My commission expires: 2-1-2000




DARLENE K. HEGEDUS
My Commission CC526679
Expires Feb. 01, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned, named above as the initial registered agent of this corporation, is familiar with and does accept the obligations of the position of registered agent of this corporation.

Dated: May 23, 1997


BRIAN L. JONES

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MAY 27 PM 2:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE