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THE UNITED STATES CORPORATION COMPANY

RECEIVED

97 MAY 30 AM 9:42

ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 409389 80335A

AUTHORIZATION : Patricia Pygute

COST LIMIT : \$ 70.00

ORDER DATE : May 29, 1997

ORDER TIME : 4:43 PM

ORDER NO. : 409389-005

400002195724--2

CUSTOMER NO: 80335A

CUSTOMER: Robert V. Fitzsimmons, Esq
ROBERT V. FITZSIMMONS, P A

Suite 404
3250 Mary Street
Miami, FL 33133

DOMESTIC FILING

NAME: EROTIC VISION CORP.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Paula K. Kendrick

EXAMINER'S INITIALS: _____

FILED
MAY 30 1997
TALLAHASSEE, FLORIDA

5/22/97

6

EFFECTIVE DATE
5/22/97

ARTICLES OF INCORPORATION
OF
EROTIC VISION CORP.

FILED
97 MAY 20 AM 9:57
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Erotic Vision Corp. The corporation's initial principal place of business shall be 8405 N.W. 53 Street, Suite C200, Miami, Florida 33166.

ARTICLE II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Mailing Address

The initial mailing address of the corporation is 8405 N.W. 53 Street, Suite C200, Miami, Florida 33166.

ARTICLE V
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2665 South Bayshore Drive, Suite 201, Coconut Grove, Florida 33133 and the name of the initial registered agent of this corporation is Robert V. Fitzsimmons at that address.

ARTICLE VII
Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
Jose A. Barcena	8405 N.W. 53 Street Miami, Florida 33166
Elio E. Fuentes	8405 N.W. 53 Street Miami, Florida 33166
Guillermo Muñiz	8405 N.W. 53 Street Miami, Florida 33166
Delmar Murillo	8405 N.W. 53 Street Miami, Florida 33166

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon shall be paid. Any director of the corporation may also serve the corporation in nay other capacity and receive compensation therefor in any form.

ARTICLE VIII
Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made party to an action, suit or proceeding, whether criminal, civil, administrative or investigate, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX
Bylaws

This initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE X
Incorporator

The name and street address of the incorporator of this corporation are:

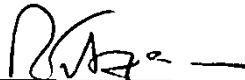
Robert V. Fitzsimmons, Esq.
The Grand Bay Office Plaza
2665 South Bayshore Drive, Suite 201
Coconut Grove, Florida 33133

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

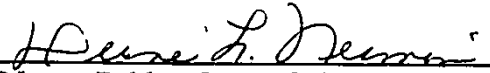
IN WITNESS WHEREOF, the incorporator has executed these Articles on May 22nd, 1997.



Robert V. Fitzsimmons

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 22nd day of May by Robert V. Fitzsimmons, who is personally known by me.



Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Erotic Vision Corp., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8405 N.W. 53 street, Suite C200, Miami, Florida 33166, has designated Robert V. Fitzsimmons of 2665 South Bayshore Drive, Suite 201, Coconut Grove, Florida 33133 as resident agent to accept service of process within Florida.



Robert V. Fitzsimmons, Incorporator

Dated: 5/22/97

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Robert V. Fitzsimmons
Registered Agent

Date: 5/22/97

FILED
MAY 23 1997
CLERK OF CIRCUIT COURT
MIAMI
FLORIDA