

DAVID L. WARD
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June 24, 1997

Secretary of State
Corporate Division
PO Box 6327
409 E. Gaines St.
Tallahassee, FL 32399

500002224585--1
-06/27/97--01028--011
****122.50 ****122.50

Re: Playgirl Fashions, Inc.
Filing of Articles

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation for the above named corporation. In addition a check in the amount of \$122.50 is enclosed which represents the following fees:

| | |
|--------------------|----------------|
| (1) Filing fee | \$ 70.00 |
| (2) Certified copy | 52.50 |
| Total: | <hr/> \$122.50 |

Please file the original of the enclosed Articles and return a certified copy to my attention. Thank you.

Very truly yours,

David L. Ward

DLW:st
Enclosures: as stated

cc: Playgirl Fashions, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 27 PM 3:57

6-27-97
AK

ARTICLES OF INCORPORATION

OF

PLAYGIRL FASHIONS, INC.

FILED
SECRETARY OF CORPORATIONS
91 JUN 27 PM 3:51

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

1. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be **PLAYGIRL FASHIONS, INC.** The principal place of business of this corporation shall be 2040 Collier Avenue, Fort Myers, FL 33901.

2. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

3. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having one dollar (\$1.00) par value per share.

4. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 2040 Collier Avenue, Fort Myers, Florida 33901 and the name of the initial registered agent of the corporation at that address is Johanna J. Haling. The undersigned is the registered agent of the corporation and the undersigned is familiar with the obligations of a registered agent under Florida law and accepts the obligations of that position.

5. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is: Johanna J. Haling.

6. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

7. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

The undersigned incorporator has signed these Articles of Incorporation on this 25th day of June, 1997.

Johanna J. Haling

Johanna J. Haling, Incorporator
and Registered Agent, who is
familiar with and accepts the
obligations of a registered
agent under Florida law

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this ___
day of June, 1997, by JOHANNA J. HALING who is either (1)
personally known to me or (2) who has produced a current Florida
Driver's License as identification.

Michael C. Tice

Signature of Person Taking Acknowledgment

Name of Acknowledger Typed, Printed or Stamped
Title or Rank: NOTARY PUBLIC AT LARGE, FLORIDA
Serial Number, if any:



MICHAEL C. TICE
COMMISSION # CC 441808
EXPIRES FEB 28, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 27 PM 3:58