

KATTOURA & ASSOCIATES, INC.
ACCOUNTING, BOOKKEEPING & TAX SERVICES

One S. Ocean Blvd. #212
Boca Raton, FL 33432
TEL: (561) 362-0491

P.O. Box 728
Boca Raton, FL 33429
FAX: (561) 394-5134

National Society of Tax Professionals

997 0000073517

August 11, 1997

Secretary of State
Division of Corporation
Tallahassee, FL 32399

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-08/26/97--01065--009
*****122.50 *****122.50

Dear Sirs,

Please find enclosed the articles of incorporation for X.T.C. ADULT VIDEO AND GIFTS, INC.

Along with a check in the amount of \$122.50 for the filing fees.

Please send return the certificate and articles to the address above.

Thank you for your cooperation to our request.

Sincerely yours,


Andre K. Kattoura

FILED
97 AUG 25 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-19031



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1997

ANDRE K. KATTOURA
KATTOURA & ASSOCIATES, INC.
P.O. BOX 728
BOCA RATON, FL 33429

SUBJECT: X.T.C. ADULT VIDEO AND GIFTS, INC.
Ref. Number: W97000019031

We have received your document for X.T.C. ADULT VIDEO AND GIFTS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

No check was enclosed.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 697A00041671

ARTICLES OF INCORPORATION
OF
X.T.C. ADULT VIDEO AND GIFTS, INC.

FILED

97 AUG 25 PM 2:00

SEC. OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1. NAME. The name of the corporation is: X.T.C. ADULT VIDEO AND GIFTS, INC.

ARTICLE 2. DURATION. The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial principal office of the Corporation is One S. Ocean Blvd. Ste 212 Boca Raton, FL 33432, and the name and address of its initial Registered Agent is Robert Leichter, One S. Ocean Blvd. Ste 212, Boca Raton, FL 33432.

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

1. C. Robert Leichter	One S. Ocean Blvd. Ste 212 Boca Raton, FL 33432
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ARTICLE 7. INCORPORATORS. The name and address of each Incorporator is as follows:

1. C. Robert Leichter

One S. Ocean Blvd. Ste 212
Boca Raton, FL 33432

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. INDEMNIFICATION. The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 8 day of August, 1997


C. ROBERT LEICHTER

ACCEPTANCE BY REGISTERED AGENT

VIDEO The undersigned hereby accepts the appointment as Registered Agent of X.T.C. ADULT
AND GIFTS, INC. which is contained in the foregoing Articles of
Incorporation.

Dated this 8 day of August, 1997.

C. Robert Lucht

Registered Agent

FILED
97 AUG 25 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA