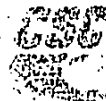


P970000 81336



THE UNITED STATES
CORPORATION
COMPANY



THE UNITED STATES
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 526060 7135941

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : September 11, 1997

ORDER TIME : 11:43 AM

ORDER NO. : 526060-005

CUSTOMER NO: 7135941

700002296317--0

CUSTOMER: Mr. David Arnoff
MR. DAVID ARNOFF

1333 Gateway Drive, Suite 1025

Melbourne, FL 32901

DOMESTIC FILING

NAME: ARTISTIC PLEASURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 SEP 17 AM 10:12

RECEIVED
97 SEP 17 PM 2:34
DIVISION OF CORPORATIONS

00613 - RA # 517
1.74ed

SN SEP 18 1997
W97-21462

6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: ARTISTIC PLEASURES, INC.
Ref. Number: W97000021462

RESUBMIT

Please give original
submission date as file date.

We have received your document for ARTISTIC PLEASURES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 397A00046291

RECEIVED
97 SEP 19 PM 2:45
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ARTISTIC PLEASURES, INC.

FILED
97 SEP 17 AM 10:12
STATE OF FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ARTISTIC PLEASURES, INC.

The address of the principal office of this corporation shall be 1333 Gateway Drive, Suite 1025, Melbourne, Florida 32901, and the mailing address of the corporation shall be the same.

ARTICLE II. 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 712 U.S. Highway 1, Suite 400, North Palm Beach, Florida 33408, and the name of the initial registered agent of the corporation at that address is Laura Arnoff.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

David Arnoff

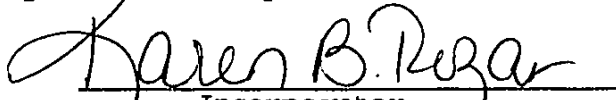
1333 Gateway Drive, Suite 1025,
Melbourne, Fl 32901

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on September 17, 1997.


Incorporator
Its Agent, Karen B. Rozar

DBC/KIM CLEMONS

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Laura Arnoff, an individual residing in this state,
having a business office identical with the registered office
of the corporation named below, and having been designated as
the Registered Agent in the above and foregoing Articles of
Incorporation of:

ARTISTIC PLEASURES, INC.

Laura Arnoff is familiar with and accepts the
obligations of the position of Registered Agent under Section
807.0505, Florida Statutes.

By:

Laura Arnoff

Typed Name: Laura Arnoff

SEP 17 1997
FBI
REC'D
SEP 17 1997
FBI
REC'D