CAPITOL SERVICES d/b/a PARALEGAL & ATTORNEY SERVICE BUREAU, INC. (Roquestor's Namo) 1406 Hays Street, Suite 2 (Address) Tallahassee, FL 32301 (904) 656-3992 OFFICE USE ONLY

(Phone #)

Other

CR2E031(10/92)

(City, State, Zip)

UUUUU2304550--3 -09/26/97--01041--014 *****70.00 *****70.00 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Coporation Name) (Document #) Certified Copy Walk in Pick up time Certificate of Status Mail out Will wait AMENDMENTS **NEW FILINGS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Examiner's Initials

ARTICLES OF INCORPORATION OF

97 SEP 26 AH II: 23

ADULT THINGS, INC.

ARTICLE I - NAME

The name of this corporation is ADULT THINGS, INC. and its principal place of business is 7600 Old Plank Road #70, Jacksonville, Florida 32220.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the filing of these articles of incorporation with the Secretary of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - STOCK

This corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

There shall be no preemptive rights in connection with the issue of new stocken the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7600 Old Plank Road #70, Jacksonville, Florida 32220 and the name of the initial registered agent of this corporation at that address is Herbert Eibach.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Herbert Eibach 7600 Old Plank Road #70 Jacksonville, Florida 32220

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Herbert Eibach 7600 Old Plank Road #70 Jacksonville, Florida 32220

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Herbert Eibach

100 shares

The corporation, by the act of the Board of Directors, has the right to demand that any shareholder sell back to the corporation any shares held by that shareholder, the price of which will be the amount paid when the stock was originally issued by the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25 day of September, 1997.

Herbert Eibach Incorporator

STATE OF FLORIDA COUNTY OF DUVAL

The foregoing was acknowledged before me this 25th day of September, 1997, by Herbert Eibach, who is personally known to me or who presented 10 Carb (pixto) as identification, and who did not take an oath.

PAMELA S. STEFANSEN
MY COMMISSION / CC442846 EXPIRES
ADIS 17, 1999
MORETICA IOSCOTEM TROY FAIN HISURANCE, INC.

Typed Name:

Notary Public, State of Florida At Large
Serial Number

REGISTERED AGENT FIRST COAST LAND CLEARING, INC.

The name and address of this corporation's registered agent is Herbert Eibach, 7600 Old Plank Road #70, Jacksonville, Florida 32220.

ACCEPTANCE

I, Herbert Eibach, hereby accept the appointment as registered agent of ADULT THINGS, INC.

Dated: September 2