

GIBBS & RUNYAN, P.A.

Attorneys At Law

100 Second Avenue South, Suite 704-S
St. Petersburg, Florida 33701

Telephone (813) 892-6001
Facsimile (813) 892-6002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 13 AM 9:13

P97000088762

EFFECTIVE DATE
10-10-97

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Fl 32301

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-10/13/97--01107--019
*****70.00 *****70.00

ATTN: Mrs. Jo Mynard, Supervisor
Charter Section

RE: Planet X Adult Supercenter, Inc.

Dear Mrs. Mynard:

Enclosed are two original copies of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate original copy provided and return same.

Your attention is directed to Article II of the Articles of Incorporation which provides for October 10, 1997 as the commencement date for this corporation. Please make sure your records indicate the correct effective date.

A check in the amount of \$70.00 is enclosed to cover the Registered Agent fee and the filing fee.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

Janette M. McCurley
Janette M. McCurley, Esq.

Enclosures

(5)

10-15-97

ARTICLES OF INCORPORATION
OF
PLANET X ADULT SUPERCENTER, INC.

FILED
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DIVISION OF CORPORATIONS

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ARTICLE I

NAME

EFFECTIVE DATE
10-10-97

The name of this corporation is PLANET X ADULT SUPERCENTER, INC.

ARTICLE II

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of OCTOBER 10, 1997.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows: B. Gray Gibbs, 100 Second Avenue South, Suite 704, St. Petersburg, Florida 33701. The mailing address of the corporation is 100 Second Avenue South, Suite 704, St. Petersburg, Florida, 33701.

The street address of the principal office of the corporation in this State will be 9921 Adamo Drive, Tampa, Florida, 33619. The Board of Directors may from time to time move the principal

office to any other address in Florida, and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is B. Gray Gibbs, 100 Second Avenue South, Suite 704, St. Petersburg, Florida, 33701.

ARTICLE VII

AMENDMENT

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

ARTICLE VIII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE IX

STOCK TRANSFER AGREEMENTS

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XI

CUMULATIVE VOTING

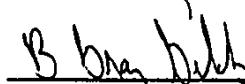
At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 10th day of October, 1997.


B. Gray Gibbs

INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 13 AM 9:14

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 10th day of October, 1997 by B. Gray Gibbs, who is known to me personally.

Sandra L. Hill
SANDRA HILL, NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires



SANDRA L. HILL
COMMISSION # CC 478188
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.

B Gray Gibbs
B. Gray Gibbs