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TRANSMITTAL LETTER

97 OCT 24 PM 3:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002329040--6
-10/24/97--01075--001
*****700.00 *****70.00

SUBJECT: A APRIL'S ESCORTS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

<input checked="" type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
<div style="border: 1px solid black; padding: 5px; text-align: center;">Additional Copy Required</div>			

FROM: B. CLEVELAND # 314
Name (printed or typed)

265 SOUTH FEDERAL HIGHWAY
Address

DEERFIELD BEACH FL 33441
City, State & Zip

954 969 0200
Daytime Telephone number

E-Mail 1001 27197

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

A APRIL'S ESCORTS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

#314
265 SOUTH FEDERAL HIGHWAY
DEERFIELD BEACH FL 33441

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

B. CLEVELAND

Address See II

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

B. CLEVELAND

Address see #

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22 day of October, 19 97.

B. Cleveland

Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

A APRIL'S ESCORTS INC.

2. The name and address of the registered agent and office is:

B. CLEVELAND

(NAME)

77314

265 SOUTH FEDERAL HIGHWAY

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

DEERFIELD BEACH FL 33441

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

B. Cleveland

(SIGNATURE)

22/10/97

(DATE)