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Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

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MEMBER:
American Institute of CPAs
New York State Society of CPAs
Florida Institute of CPAs

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 22, 1997

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

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*****70.00 *****70.00

SUBJECT: Miami Girls, Inc.
(Proposed corporate name)

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

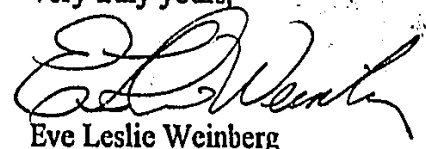
Please send acknowledgment receipt to:

Joseph Restivo
Miami Girls, Inc.

c/o DANIEL J. WEINBERG, P.A.
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

P. Mail OCT 28 1997

Very truly yours,



Eve Leslie Weinberg
Vice President/Administrative Manager

ELW/jw

Financial Centro West (SunTrust Bank Bldg.) 1761 W. Hillsboro Blvd., Suite 205, Deerfield Beach, FL 33442
(954) 428-0600 Fax (954) 420-0600

Articles of Incorporation

of

Miami Girls, Inc.

a Florida corporation

FILED

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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:

Miami Girls, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

2628 N.W. 86th Avenue
Coral Springs, FL 33065

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES OF COMMON STOCK HAVING A PAR VALUE OF TEN CENTS (\$.10) PER SHARE.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Joseph Restivo
2628 N.W. 86th Avenue
Coral Springs, FL 33065

ARTICLE V - INCORPORATOR(S)

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

Joseph Restivo
2628 N.W. 86th Avenue
Coral Springs, FL 33065

Cesar M. Colon
2628 N.W. 86th Avenue
Coral Springs, FL 33065

Alexander Lopez
2628 N.W. 86th Avenue
Coral Springs, FL 33065

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than one director(s). The number of directors may be either increased or diminished from time to

time, as provided in the bylaws, but shall never be less than one.

The name(s) of the initial director(s):

President:	Cesar M. Colon
Vice President:	Joseph Restivo
Secretary/Treasurer:	Alexander Lopez

ARTICLE VII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.

ARTICLE VIII - PURPOSES

Business Purpose: To sell on-line adult magazine subscriptions and any other lawful business in the State of Florida.

ARTICLE IX - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended. The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-

Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

After this corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once the corporation has elected to be an S Corporation, each share of stock issued by this corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE X - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this corporation may be subject to a shareholders' restrictive agreement containing numerous restrictions on the rights of shareholders of the corporation and transferability of the shares of stock of the corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

ARTICLE XI - POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XII - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE XIII - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this
15th day of October, 1997.



Joseph Restivo

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Miami Girls, Inc.

2. The registered agent and office is:

Joseph Restivo
2628 N.W. 86th Avenue
Coral Springs, FL 33065

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 accepted the appointment as registered agent and agree to at 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.



Joseph Restivo

10/15/97

Date