



PA70000101386

ACCOUNT NO. : 072100000032

REFERENCE : 618270 81501A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1997

ORDER TIME : 9:21 AM

ORDER NO. : 618270-010

CUSTOMER NO: 81501A

CUSTOMER: Mr. Howard A. Levine
LEVINE & SEGAUL, P.A.

100002360701--2

Suite A-106
4300 N. University Drive
Ft. Lauderdale, FL 33351

DOMESTIC FILING

NAME: DESTINY EROTIC ENTERTAINMENT,
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: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -2 PM 12:23

RECEIVED
97 DEC -2 AM 10:47
DIVISION OF CORPORATIONS

12/2/97

EFFECTIVE DATE

12/1/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -2 PM 12:23

**ARTICLES OF INCORPORATION
OF**

DESTINY EROTIC ENTERTAINMENT, INC.

Article I - Name

The name of the corporation shall be: **DESTINY EROTIC ENTERTAINMENT, Inc.**

Article II - Principal Office

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

7103 NW 78th Ave.
Tamarac, FL 33321

Article III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **100**

Article IV - Registered Agent

The name and address of the registered agent is:

Levine & Segaul, P.A.
Suite A-106
4300 N. University Drive
Fort Lauderdale, FL 33351

Article V - Effective Date

These articles of incorporation shall be effective immediately upon execution.

Article VI - Incorporator

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

Tammy Lowder
7103 NW 78th Ave.
Tamarac, FL 33321

The undersigned has executed these Articles of Incorporation on December 1, 1997.

Tammy Lowder
Tammy Lowder

FILED
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DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION

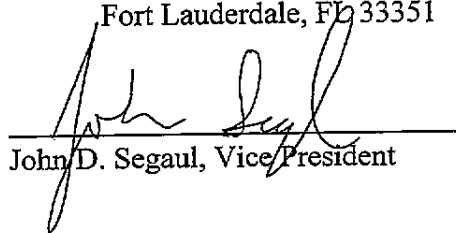
REGISTERED AGENT

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 agent, in the State of Florida.

1. The name of the corporation is: DESTINY EROTIC ENTERTAINMENT, INC.
2. The name of the registered agent is:

Levine & Segaul, P.A.
Suite A-106
4300 N. University Drive.
Fort Lauderdale, FL 33351

Signature:

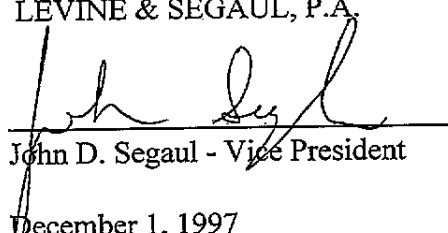

John D. Segaul, Vice President

Date: December 1, 1997

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 THE AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

LEVINE & SEGAUL, P.A.

Signature:


John D. Segaul - Vice President

Date: December 1, 1997