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BROOKS C. MILLER

FILED  
98 FEB 12 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 10, 1998

Secretary of State  
Division of Corporations  
409 East Gaines  
Tallahassee, Florida 32399

900002428629--7  
-02/12/98--01039--015  
\*\*\*\*140.00 \*\*\*\*70.00

Re: **Pin-Up Cafe, Inc. and Pin-Up Studios, Inc.**

Gentlemen:

Enclosed herewith for filing are the following documents pertaining to the above-referenced corporations:

1. Original Articles of Incorporation for Pin-Up Cafe, Inc. and Pin-Up Studios, Inc.
2. Copies of the Articles of Incorporation to be stamped and returned to me.
3. Duly executed appointments of registered agent form and statements of acceptance.
4. Check in the amount of \$140.00, covering the filing fees and cost of registered agent designations for each of the corporations.

If you have any questions regarding this matter, please feel free to contact our office.

Very truly yours,



Michelle L. Dominguez  
Legal Assistant

/md  
Enclosures  
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P. Hall  
FEB 12 1998

**ARTICLES OF INCORPORATION**

**OF**

**PIN-UP STUDIOS, INC.**

**FILED**

**98 FEB 12 PM 2:55**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME and PRINCIPAL OFFICE**

The name of this corporation shall be Pin-Up Studios, Inc., and the principal place of business and mailing address of this corporation shall be located at 3540 Palmetto Avenue, Coconut Grove, Florida 33133. The corporation has the privilege of having branch offices within or without the State of Florida.

**ARTICLE II**

**DURATION**

This corporation shall commence its existence as of the date of filing, and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV**

**CAPITALIZATION**

The capital stock authorized, and par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares</u></b> <b><u>Authorized</u></b>	<b><u>Par Value</u></b> <b><u>Per Share</u></b>	<b><u>Class of</u></b> <b><u>Stock</u></b>
1000	\$ 0.10	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of the cash, at a just valuation to be fixed by the Board of Directors of the corporation.

No shareholder shall have a pre-emptive right to purchase additional shares of the corporation's stock.

**ARTICLE V**  
**INITIAL DIRECTORS**

**NAME**

**ADDRESS**

Charles Corda

3540 Palmetto Avenue  
Coconut Grove, Florida 33133-6219

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The registered office of this corporation shall be at 3150 First Union Financial Center, 200 South Biscayne Blvd., Miami, Florida 33131, and the registered agent at that address shall be Brooks C. Miller.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is Brooks C. Miller, 3150 First Union Financial Center, 200 South Biscayne Blvd., Miami, Florida 33131.

**ARTICLE VIII**  
**DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

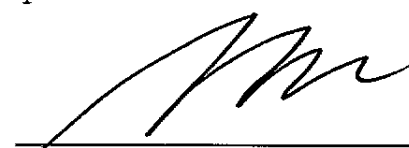
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

PIN-UP STUDIOS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 3540 Palmetto Avenue, Coconut Grove, Florida 33133 has named BROOKS C. MILLER, 3150 First Union Financial Center, 200 South Biscayne Blvd., Miami, Florida 33131, as its statutory Registered Agent to accept service of process with Florida.

**ACKNOWLEDGMENT**

Having been named the statutory registered agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Brooks C. Miller, Registered Agent

**Dated: February 10, 1998.**

**ARTICLE IX**  
**NO SHAREHOLDER LIABILITY**

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The private property of the shareholders shall not be subject to payment of the corporation's debts to any extent.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this — day of February, 1998.

  
\_\_\_\_\_  
Brooks C. Miller, Incorporator