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April 13, 1998

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****122.50 ****122.50

Florida Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, Florida 32314

Re: Partners in Pride, Inc.

Gentlemen:

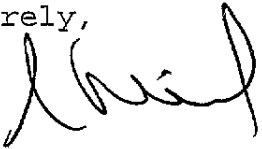
Enclosed for filing, please find Articles of Incorporation for the above captioned corporation. Also enclosed is our check in the amount of \$122.50 as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00

If you have any questions, please contact my office.

Thank you for your cooperation in this regard.

Sincerely,



STEVEN LULICH, ESQUIRE
SL:dj
Enclosures

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ARTICLES OF INCORPORATION
OF
PARTNERS IN PRIDE, INC.

WE, the undersigned, being of full age, do hereby agree to become a corporation for profit under the provisions of Chapter 607 of the Florida Statutes, and do hereby accept all the rights, privileges, benefits, and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof and hereby make, subscribe, certify, acknowledge, and file, these Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation shall be PARTNERS IN PRIDE, INC., a Florida Corporation.

ARTICLE II

NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned.

1. To sell gay paraphernalia.
2. To acquire by lease, purchase, gifts, devise, contract, concession or otherwise, and to hold, own, develop, explore,

improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, lands, patents, franchise, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every kind, nature and description whatsoever.

3. To manufacture, purchase or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

4. To enter into, make and perform contracts of every kind and description with any person, firm, association, or corporation, municipality, body politic, country, territory, state, government, or colony, or dependency thereof.

5. To acquire and to make payment therefor in cash or in stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchases; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient for the conduct and the management thereof.

6. To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, assure, own, hold, use, operate, contract or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letter patent, patents, patents rights, patents applied for or to be applied for, trademarks, trade names and symbols, distinctive marks and indications of origin or ownership, copyrights, licenses, processes, data, and formula of any and all kinds granted by, or recognized under or pursuant to the laws of the United States of America, or any other country or countries whatsoever, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly or indirectly, to effectuate these objects.

7. To underwrite, subscribe for, purchase, invest in, or reinvest, acquire, hold, pledge, hypothecate, exchange, sell, within the State of Florida, in other states, the District of Columbia, the territories, colonies, and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

IN GENERAL, to do any or all of the things herein set forth to the same extent as natural persons rightfully might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, within or without the State of Florida, either alone or in company with others, and to carry on any other

business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of this Article II of this Certificate of Incorporation shall, except where otherwise specified, be no wise limited or restricted by reference to or inference from the terms of any other paragraph or by any other article in this Certificate of Incorporation, but that the objects, purposes, or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The numeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said law.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 200 shares of common stock, having a par value of ONE DOLLAR (\$1.00) each.

All stock issued by this corporation shall be fully paid and shall be transferrable only on the books of the corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors or shareholders.

The authorized shares of stock without par value may be issued by this corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors or shareholders. Any and all such shares issued and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The shares of stock to be issued by the corporation shall be subject to the following provisions and restrictions upon sales and transfer thereof.

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder shall desire to sell, assign, give or transfer, any shares of stock in the corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the corporation or the nominee or its Board of Directors the right and privilege for thirty (30) days to purchase the same at the price set by the Shareholders at their annual meeting, in writing, made to each stockholder for the purchase of such share or shares of stock, by a person, firm or corporation, ready, willing and able to buy such stock at the price so offered to be paid, and

no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV

TERM

The corporation shall continue perpetually unless sooner dissolved according to law.

ARTICLE V

PREEMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others

ARTICLE VI

CAPITAL

The minimum amount of capital with which this corporation shall begin business under the authority of this Certificate of Incorporation shall be the sum of TWO HUNDRED DOLLARS (\$200.00).

ARTICLE VII

INITIAL ADDRESS

The initial address of the principal office of the proposed corporation in the State of Florida is 9465 85th Place, Vero Beach, FL 32967.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of the Corporation, who, subject to the provisions of

this Certificate of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>DIRECTOR</u>	<u>ADDRESS</u>
KAREN TROUTMAN		9465 85 th Place, Vero Beach, FL 32967
DIANE THOMPSON		9465 85 th Place, Vero Beach, FL 32967

There shall be two (2) directors initially, the number may be increased as the By-Laws may provide, but in no case less than one.

ARTICLE IX

SUBSCRIBERS AND OFFICERS

The names and addresses of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock subscribed by each is as follows:

KAREN TROUTMAN
9465 85th Place
Vero Beach, FL 32967
20 Shares

DIANE THOMPSON
9465 85th Place
Vero Beach, FL 32967
20 Shares

KAREN UNDERWOOD
3340 3rd Place
Vero Beach, FL 32968
10 Shares

PATRICIA THOMPSON
6700 37th Street
Vero Beach, FL 32966
10 Shares

The names and addresses of the corporation officers for the first term are:

<u>NAME</u>	<u>OFFICER</u>	<u>ADDRESS</u>
KAREN TROUTMAN	President	9465 85 th Place, Vero Beach, FL 32967
DIANE THOMPSON	Vice Pres.	9465 85 th Place, Vero Beach, FL 32967
PATRICIA THOMPSON	Secretary	6700 37 th Street, Vero Beach, FL 32966
KAREN UNDERWOOD	Treasurer	3340 3 rd Place, Vero Beach, FL 32968

ARTICLE X

OTHER PROVISIONS

1. The corporation shall be managed and operated by a Board of Directors; the Board shall be appointed by a majority of the stockholders.

2. The Board of Directors shall appoint any officers they deem necessary to carry on the business of the Corporation. A president, and a secretary treasurer shall be appointed by the Board.

3. A majority of the shareholders may dismiss any director or officer at any time without the necessity of showing cause.

4. All stockholders, directors and officers of the Corporation shall be subject to any and all provisions set out in the By-Laws of the Corporation which shall be adopted within fifteen (15) days of the approval of these Articles of Incorporation.

ARTICLE XI

REGISTERED AGENT

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:




That PARTNERS IN PRIDE, INC., a Florida corporation, a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in Article VII, has named:

KAREN TROUTMAN

as its agent to accept service of process with this State.

The registered office is: 9465 85th Place, Vero Beach, FL
32967

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles this 9 day of April, 1998.


KAREN TROUTMAN

DIANE THOMPSON

KAREN UNDERWOOD

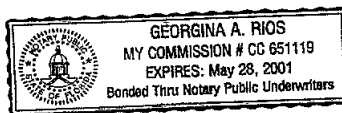
Patricia Thompson
PATRICIA THOMPSON

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this 9th day of April, 1998, before me, an officer duly authorized in the aforesaid State and County to take acknowledgements, personally appeared KAREN TROUTMAN, _____ who is personally known to me or X who produced a Drivers License as identification, and who, after being first duly sworn, acknowledged before me that he/she executed the foregoing instrument for the purposes therein expressed.

Georgina A. Rios
Notary Public

My Commission Expires:

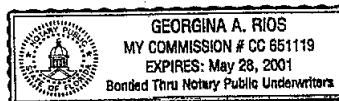


STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this 9th day of April, 1998, before me, an officer duly authorized in the aforesaid State and County to take acknowledgements, personally appeared DIANE THOMPSON, _____ who is personally known to me or X who produced a Drivers License as identification, and who, after being first duly sworn, acknowledged before me that he/she executed the foregoing instrument for the purposes therein expressed.

Georgina A. Rios
Notary Public

My Commission Expires:

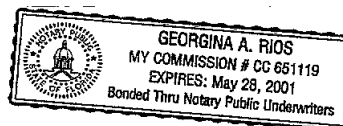


STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this 9th day of April, 1998, before me, an officer duly authorized in the aforesaid State and County to take acknowledgements, personally appeared KAREN UNDERWOOD, _____ who is personally known to me or X who produced a Drivers License as identification, and who, after being first duly sworn, acknowledged before me that he/she executed the foregoing instrument for the purposes therein expressed.

Georgina A. Rios
Notary Public

My Commission Expires:

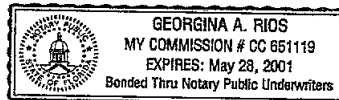


STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this 9th day of April, 1998, before me, an officer duly authorized in the aforesaid State and County to take acknowledgements, personally appeared PATRICIA THOMPSON, _____ who is personally known to me or X who produced a Drivers License as identification, and who, after being first duly sworn, acknowledged before me that he/she executed the foregoing instrument for the purposes therein expressed.

Georgina A. Rios
Notary Public

My Commission Expires:



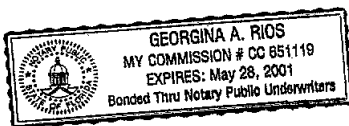
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That PARTNERS IN PRIDE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Vero Beach, County of Indian River, State of Florida, has named KAREN TROUTMAN located at 9465 85TH Place, County of Indian River, City of Vero Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



By: 

KAREN TROUTMAN

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