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Newark, New Jersey 07102

098A00031055

May 26, 1998

TRANSMITTAL LETTER

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

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

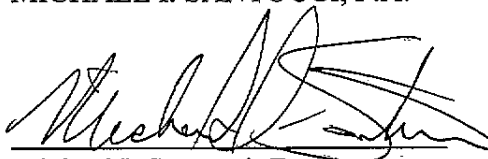
SUBJECT: INTIMATE ENCOUNTERS, INC.

Kindly find enclosed the original Articles of Incorporation for Intimate Encounters, Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent. Also enclosed is a photocopy of the Articles of Incorporation, please return this to my office along with the filing date stamped on it.

Thank you,

LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.

BY:


Michael I. Santucci, Esquire

FILED
98 JUN -1 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By:
Michael I. Santucci, Esq.
INTERNATIONAL BUILDING
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

TA-6/2/98

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: Intimate Encounters, Inc.

ARTICLE II PRINCIPAL OFFICE

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

Post Office Box 10096
Fort Lauderdale, FL 33310
N-A

ARTICLE III SHARES

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

One Thousand (1000) Shares

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

Prepared By:
Michael I. Santucci, Esq.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI OFFICERS

The initial officers shall be as follows, and shall serve until the first meeting of the board of directors or until their successors are elected and qualified:

The name and address of the initial president shall be:

Sean James Riley
470 South Pin Oak Place
No. 106
Longwood, FL 32779

ARTICLE VII BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Sean James Riley
470 South Pin Oak Place
No. 106
Longwood, FL 32779

ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

Michael I. Santucci, Esq.
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

ARTICLE IX INCORPORATOR

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

Sean James Riley
470 South Pin Oak Place
No. 106
Longwood, FL 32779

The undersigned incorporator has executed these Articles of Incorporation this _____

day of 4/27/, 1998.



Sean James Riley

Prepared By:

Michael I. Santucci, Esq.
INTERNATIONAL BUILDING
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, 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.

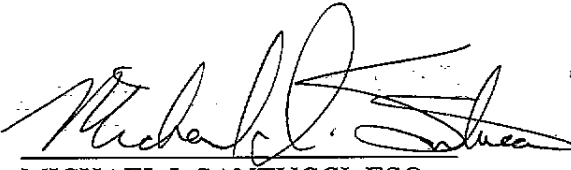
1. The name of the corporation is Intimate Encounters, Inc.
2. The name and address of the registered agent is:

Michael I. Santucci, Esq.
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT 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.

5/27/98
DATE


MICHAEL I. SANTUCCI, ESQ.

Prepared By:

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