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LAW OFFICES OF  
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June 2, 1998

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VIA EXPRESS MAIL EI986952884US

Division of Corporations  
ATTN: New Filing Section  
409 East Gaines Street  
Tallahassee, Florida 32399

To Whom It May Concern:

Enclosed herewith is the original and two (2) additional copies of the *Articles of Incorporation of BVD, Inc.* for filing with the Division of Corporations, together with our firm's check in the amount of \$122.50.

Please certify one of the copies and return same to our office as soon as possible in the enclosed a stamped, pre-addressed envelope.

Thank you for your cooperation and expeditious actions.

Sincerely,

Jeffrey A. Blau

JAB/jam  
Enclosures

FILED  
98 JUN -4 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m 6/5/98

**ARTICLES OF INCORPORATION**

**OF**

**BVD, INC.**

**FILED**

**98 JUN -4 AM 11: 03**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

We, the undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is:

**BVD, INC.**

The mailing address is: 1532 U.S. Highway 41 By-Pass S., Suite 212, Venice, FL 34293-1032

**PURPOSE**

The nature of the business and the purposes for which this corporation is organized are as follows: mail order distribution and sale of adult material and all other activities which are necessary, suitable or convenient for the accomplishment of the foregoing purposes or which are incidental thereto or connected therewith and to conduct business and carry out all of the aforesated purposes in any state, territory, district or possession of the United States, to the extent not forbidden by law; to have any and all rights, powers and privileges, which are or may be granted, to such corporations incorporated under the laws of the State of Florida.

**ARTICLE III**

## **TERMS OF EXISTENCE**

This corporation is to have perpetual existence.

## **ARTICLE IV**

### **AUTHORIZED CAPITAL STOCK**

SECTION 1. TOTAL NUMBER OF SHARES, CLASSES, PAR VALUE. This corporation shall have authority to issue a total of Ten Thousand (10,000) shares of stock. Of these shares, there shall be only one (1) class of stock designated "COMMON STOCK", and of these Ten Thousand (10,000) shares, each shall have a par value of One Dollar (\$1.00).

SECTION 2. DIVIDENDS AND VOTING. The holders of the "COMMON STOCK" shall have the entire voting power of this corporation and the holders of "COMMON STOCK" shall be entitled to one (1) vote for each share of "COMMON STOCK" of record.

SECTION 3. ACTS REQUIRING UNANIMOUS CONSENT OF "COMMON STOCK" SHAREHOLDERS. This corporation shall not, without the unanimous consent of the holder of "COMMON STOCK", given in person or by proxy of a meeting of the Stockholders called for that purpose and given in writing:

(a). Add, amend, or repeal any provisions of the certificate of incorporation of the corporation if such action would alter the preferences, rights, or powers, of the "COMMON STOCK" so as to affect that stock adversely, or

(b). By voluntary actions, dissolve, liquidate or wind up the corporation, or sell, lease, or convey all or substantially all of the assets of the corporation including the execution and delivery of mortgages, deeds of trust or instrument of pledge, covering all or substantially all of the assets of the corporation which is hereby construed to mean sixty percent (60%) of the assets of the

corporation or take any other action contrary to the credit standing of the corporation.

SECTION 4. CONSENT REQUIRED TO AMEND OR REPEAL SECTION 3(a). So long as any "COMMON STOCK" is outstanding, this corporation shall not, without the unanimous consent of the holders of that outstanding stock, amend, repeal or add to Section 3 of this Article.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE**

The post office address of the corporation's initial registered office is to be: 1532 U.S. Highway 41 By-Pass S., Suite 212, Venice, FL 34293-1032, or such other place or places as the stockholders, by majority vote, shall deem appropriate action from time to time to determine.

#### **ARTICLE VI**

##### **INITIAL REGISTERED AGENT**

SHAWN RHODUS is hereby designated as the Initial Registered Agent for the above-named corporation and the post office address of the initial Registered Agent's office is to be: 1532 U. S. Highway 41 By-Pass S., Suite 212, Venice, FL 34293-1032.

#### **ARTICLE VII**

##### **SECTION 1244 STOCK**

The corporation and the parties hereto shall take whatever action necessary to cause the shares of the corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954 as amended, and the regulations issued thereunder.

#### **ARTICLE VIII**

## **BOARD OF DIRECTORS**

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the stockholders or by the corporate By-Laws. Each of the said directors shall be of full age and shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the By-Laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause by majority vote.

## **ARTICLE IX**

### **FIRST BOARD OF DIRECTORS**

The names and street addresses of the members of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified:

<b>NAME</b>	<b>ADDRESS</b>
TOM RHODUS FL 34293-1032	1532 U.S. Highway 41 By-Pass S., Suite 212, Venice,
SHAWN RHODUS FL 34293-1032	1532 U. S. Highway 41 By-Pass S., Suite 212, Venice,

## **ARTICLE X**

### **VALIDATING TRANSACTIONS WITH CORPORATIONS**

Transactions between this corporation and any other corporation, or any other party, or any other legal entity shall not be affected or invalidated by the fact that one or more of this corporation's shareholders or directors has a personal interest in such a transaction, and such interested shareholder or director shall be entitled to vote thereon at any meeting which shall authorize or approve any such transaction.

## **ARTICLE XI**

### **POWER TO REPEAL, AMEND OR ALTER THE ARTICLES OF INCORPORATION**

The power to repeal, amend or alter these Articles of Incorporation shall be exclusively vested in the voting shareholders and any repeal, amendment, or altering of these Articles of Incorporation shall only be permitted by a vote of at least fifty-one percent (51%) of all such stockholders entitled to vote.

## **ARTICLE XII**

### **OFFICERS**

The names and addresses of the Corporate Officers, who, subject to this charter, the By-Laws of the corporation, if any, and the laws of the State of Florida, shall hold office until an election is held by the stockholders for the election of officers and their successors have been duly elected and qualified are:

<b>NAME/TITLE</b>	<b>ADDRESS</b>
SHAWN RHODUS, President/Secretary	1532 U. S. Highway 41 By-Pass S., Suite 212, Venice, FL 34293-1032

TOM RHODUS, Vice-President/Treasurer  
Venice, FL 34293-1032

1532 U. S. Highway 41 By-Pass S., Suite 212,

### **ARTICLE XIII**

#### **BY-LAWS**

A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided however, that any By-Law or amendment thereto is repealed by vote of the stockholders. No By-Law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the Directors until one (1) year shall have expired since such action by vote of such stockholders.

B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

### **ARTICLE XIV**

#### **SUBSCRIBER**

The name and street address of each person signing these Articles of Incorporation as a subscribed is as follows:

<b>NAME</b>	<b>ADDRESS</b>
<b>SHAWN RHODUS</b>	<b>1532 U.S.Highway 41 By-Pass S., Suite 212, Venice,</b>
<b>FL 34293-1032</b>	

TOM RHODUS

1532 U. S. Highway 41 By-Pass S., Suite 212, Venice, FL 34293-1032

*IN WITNESS WHEREOF* the undersigned has hereunto set his hand and seal, acknowledged and filed above, the foregoing Articles of Incorporation under the laws of the State of Florida, this 4 day of MAY, 1998.



SHAWN RHODUS, SUBSCRIBER



TOM RHODUS, SUBSCRIBER

**REGISTERED AGENT ACCEPTANCE**

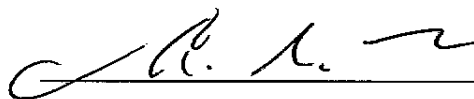
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



SHAWN RHODUS

STATE OF FLORIDA  
COUNTY OF ~~HILLSBOROUGH~~  
SARASOTA

*THE FOREGOING INSTRUMENT* was acknowledged before me this 4 day of May, 1998, by SHAWN RHODUS, who is personally known to me or who has produced a Florida Driver's License as identification and who did/did not take an oath.



A R Herb  
My Commission CC600833  
Expires November 11, 2000

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED