

Charter Number Only

P98000054143

VALUATION ONLY

Christine Moreno

Requestor's Name

13122 W. Dixie Hwy Suite C

Address

N. Miami Fl 33161

City

State

ZIP

Phone

893-0308.

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-06/17/98--01007--022
***122.50 ***122.50

900002562309--2
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*****8.75 *****8.75

CORPORATION(S) NAME

Adult Sexy Chocolates, Inc.



Empire Toll Free: 1-800-432-3028

RECEIVED
98 JUN 17 AM 9:13
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
98 JUN 17 AM 11:17

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input checked="" type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Order |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ADULT SEXY CHOCOLATES, INC.

ARTICLE I
CORPORATE NAME

The name of this Corporation is: ADULT SEXY CHOCOLATES, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own,

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Christine M. Moreno, Esq. - FL Bar #436150
13122 West Dixie Highway
North Miami, FL 33161
(305) 893-0030

hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligation, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loan and invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for the charitable, scientific, or educational purposes;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes SS 607.014.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common stock, having a par value of \$1.00 per share. The consideration to

be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be: Marvin Levine at 1997 N.E. 150th Street, North Miami, Florida 33181.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business/mailling address in the State of Florida shall be: 1997 N.E. 150th Street, North Miami, Florida 33181.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time. The name and post office address of each member of the first Board of Directors is: Marvin Levine, 1997 N.E. 150th Street, North Miami, FL 33181. The members of the first Board of Directors shall hold office until the first annual meeting of the Corporate Stockholders.

ARTICLE VII

INCORPORATOR

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows: Marvin Levine, 1997 N.E. 150th Street, North Miami, Florida 33181.

ARTICLE VIII

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

COMMENCEMENT DATE

This Corporation shall commence existence upon the filing of these Articles of Incorporation with the Department of State, State of Florida, and shall have perpetual existence.

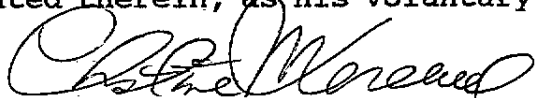
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

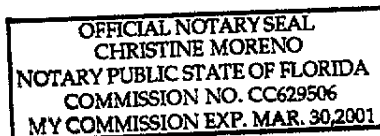

Incorporator: Marvin Levine

STATE OF FLORIDA]
] SS:
COUNTY OF MIAMI-DADE]

The foregoing instrument was acknowledged before me this 16th day of June, 1998, by Marvin Levine, who is personally known to me or produced a valid Florida driver's license, and who took an oath and acknowledged that she/he executed the foregoing Articles of Incorporation for the purposes stated therein, as his voluntary act and deed.

My Commission Expires:
March 30, 2001



Notary Public: Christine Moreno
Commission No.: CC629506




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

In compliance with Section SS 48.091, Florida Statutes, the following is submitted:

FIRST that ADULT SEXY CHOCOLATES, INC., desiring to organize under the laws of the State of Florida, with its principal place of business in Miami-Dade County, Florida, has named: MARVIN LEVINE located at: 1997 N.E. 150th Street, North Miami, Florida 33181, as its agent to accept service of process within Florida.


Marvin Levine, President and
Sole Officer, Sole Director and
Incorporator

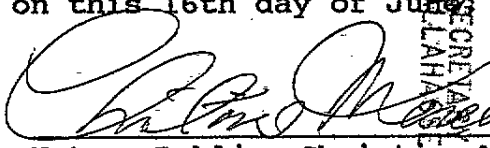
I, MARVIN LEVINE, having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, do hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of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


MARVIN LEVINE, Registered Agent

SWORN TO AND SUBSCRIBED before me on this 16th day of June, 1998.

My Commission Expires:

March 30, 2001


Notary Public: Christine Moreno
Commission No.: CC629506

C\Regagent.Lev

