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U.S.A.

Admitted to Practice:

U.S. Supreme Court
State of Florida
District of Columbia

18 September, 1998

Litigation
International

Telephone:
(305) 371-4286

U.S. District Courts in:

Florida
Arizona
Arkansas
Illinois
Wisconsin
Pennsylvania
Indiana
Nebraska
Washington, D.C.

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

Telefax:
(305) 371-4288

Automobile:
(305) 965-1400

Re: Articles of Incorporation

A Preferred Gentlemens' Club, Inc.

U.S. Courts of Appeal in:

San Francisco, California
Washington, D.C.
Chicago, Illinois
Atlanta, Georgia
New Orleans, Louisiana
New York, New York
Denver, Colorado
Cincinnati, Ohio
St. Louis, Missouri
Richmond, Virginia
Philadelphia, Pennsylvania
Boston, Massachusetts

Dear Sirs:

Enclosed herewith please find our
Articles of Incorporation.

Please issue a charter and send a
certified copy of same back to these offices.

We enclose herewith your fee in the
amount of \$122.50 for the above services.

Very truly yours,



MICHAEL S. HACKER

MSH:j
encs.

U.S. Tax Court

U.S. Customs Court

U.S. Court of Claim

U.S. Military Appeals Court

U.S. Veterans Appeals Court

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 7:48

B. BROCK SEP 23 1998

Michael Hacker GAVE
AUTHORIZATION BY PHONE TO
CORRECT add suffix (Inc.)
DATE 9/22 Correct RA address
DOC. EXAM BB

1301 NW 117 St.
Miami, FL 33168

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 7:48

ARTICLES OF INCORPORATION

OF

A PREFERRED GENTLEMENS' CLUB, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

A PREFERRED GENTLEMENS' CLUB, INC.

ARTICLE II

The general nature of the business and the objects and purposes of this Corporation are as follows:

1. To provide adult entertainment services.
2. To guarantee the payment of dividends or interest on any shares, stocks or debentures or the securities issued, or any other contracts or obligations of this Corporation described as aforesaid whenever proper or necessary for the business of the corporation; provided the required authority be first obtained; always subject to the limitations herein prescribed.

3. To acquire by purchase or otherwise own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed.

4. To further do and perform and cause to be done or performed, each, any and all of the acts and things insofar as the same may be incidental to or included in any or all of the general powers given. Provided that the various powers above enumerated shall be exercised by the said Corporation only in the manner and to the extent that the same may be authorized.

5. The said Corporation may perform any part of its business outside the State of Florida in other States or Colonies of the United States and Foreign Countries.

ARTICLE III

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 500 shares, no par value stock.

ARTICLE IV

The amount of capital with which this Corporation will begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE V

The Corporation shall have a perpetual existence.

ARTICLE VI

The initial post office address of the principal place of business of this Corporation in the State of Florida is:
Post Office Box 127518, Hialeah, Florida, 33012-1625

ARTICLE VII

This Corporation shall have one (1) Director initially.
The number of Directors may increase or diminish from time to time by bylaws adopted by the stockholders but shall never be less than one.

ARTICLE VIII

The name(s) and post office address(es) of the First Board of Directors(s) of this Corporation shall be:

TIFFANY HARTMANN	12035 Northeast 2 Avenue #A-101 Miami, Florida 33161
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The name(s) and post office address(es) of the Officers of this Corporation shall be:

TIFFANY HARTMANN President	12035 Northeast 2 Avenue #A-101 Miami, Florida 33161
NANCY SKORUDE Secretary/Treasurer	P. O. Box 127518 Hialeah, Florida 33012-1625

ARTICLE IX

The name and post office address of each subscriber and the number of shares of stock which each agree to take therefor are:

NANCY SKORUDE	P. O. Box 127518 Hialeah, Florida 33012-1625	600 Shares
TIFFANY HARTMANN	12035 N.E. 2 Avenue #A-101 Miami, Florida 33161	400 Shares

ARTICLE X

The Corporation shall have the further right and power to:

1. From time to time to determine the time and place that the books of this Corporation shall be open for inspection.

2. The Corporation may in its bylaws, confer powers upon its Board of Directors or Officers in addition to the power authorized and expressly conferred by statute.

3. All Stockholders and Directors shall have power, as the bylaws so provide, to hold their respective meetings at such places as may from time to time be designated by the Board of Directors; and to have one or more officers within or without the State of Florida to keep the books of the Corporation (subject to the provisions of the Statutes) outside of the State of Florida.

4. The Corporation reserves the right to amend, alter,

change, or repeal any provisions contained in the Certificate of Incorporation in the manner now and hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

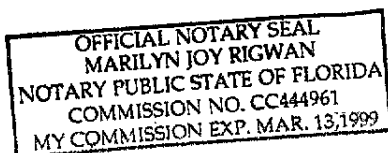
I, the undersigned, being all of the original subscribers, to the capital stock hereinafter-named for the purpose of forming a corporation-for-profit, to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts therein stated are true and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly, have hereunto set my hand and seal this 16 day of June, 1998

Nancy Skorde
NANCY SKORDE

TIFFANY HARTMANN

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Nancy Skorude and Tiffany Hartmann who are personally known to me to be the persons who executed the foregoing Articles of Incorporation in my presence and they acknowledged before me that they signed the same for the purpose therein stated this 18 day of September, 1998.



Marilyn Joy Rigwan
Notary Public, State of Florida
Marilyn Joy Rigwan

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

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First -- That -- A PREFERRED GENTLEMENS' CLUB, INC.
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of Incorporation
at Miami-Dade County, Florida, has named Nancy Skorude,
1201 NW 117 St., Miami, FL 33168 as its agent to accept
service.

A C K N O W L E D G M E N T:

Having been named to accept service of process for the
above-stated corporation, at the 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.


NANCY SKORUDE
Registered Agent