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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Naughty N Nice Video,
Inc.

100002686041--0

-11/12/98--01082--004

*****78.75 *****78.75

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

98 NOV 12 PM 2:56

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

99 NOV 12 PM 1:20

RECEIVED

DIVISION OF CORPORATIONS

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

11/12/98 12:12

NOV 12 1998

ARTICLES OF INCORPORATION
OF

Naughty N Nice Video, Inc.

FILED
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DIVISION OF CORPORATIONS
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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 is **Naughty N Nice Video, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 27841 U.S. Highway 19 North, Clearwater, FL 34621.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is R. Jeffrey Stull, P.A., 602 South Boulevard, Tampa, FL 33606.

ARTICLE V: INCORPORATOR

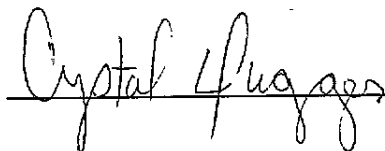
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Wesley L. Werp, Cindy K. Werp, 27841 U.S. Highway 19 North, Clearwater, FL 34621.

The undersigned has executed these Articles of Incorporation this 12th day of November 1998.

"Capital Connection, Inc. by Crystal Dugger, Office Manager"

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Naughty N Nice Video, Inc.

2. The name and street address of the registered agent and office is: R. Jeffrey Stull, P.A., 602 South Boulevard, Tampa, Florida 33606
R. Jeffrey Stull

HAVE BEEN NAMED AS REGISTERED AGENT AND 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.


R. JEFFREY STULL

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