

P980000098820

CAPITAL CONNECTION, INC.

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

Sexy Systems, Inc.

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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

Signature

Requested by:

Name

Date

Time

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Articles of Incorporation

Of

SexySystems, Inc.

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The Undersigned, persons competent to contract, hereby associate themselves to form a Corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The Name of the Corporation shall be **SexySystems, Inc.**

**ARTICLE II
PRINCIPAL OFFICE**

The Street Address of the initial registered office and the principal address of the Corporation is:

123 N.W. 13th St., Ste. 214-14

Boca Raton, Florida 33432

**ARTICLE III
SHARES**

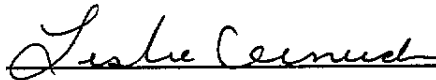
The Aggregate number of Shares which the Corporation is authorized to issue is 1,000,000.

Such Shares shall be of a single class and shall have a par value of One Dollar (\$1.00).

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

**Leslie Cernuda
123 N.W. 13th St., Ste. 214-14
Boca Raton, Florida 33432**



Signature/Registered Agent

11/23/98

Date

**ARTICLE V
INCORPORATORS**

The name and address of the Incorporators are:

**Leslie Cernuda
123 N.W. 13th St., Ste. 214-14
Boca Raton, Florida 33432**

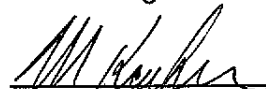


Signature/Incorporator

11/23/98

Date

**Mitchell Kaufman
123 N.W. 13th St., Ste. 214-14
Boca Raton, Florida 33432**



Signature/Incorporator

11/23/98

Date

**ARTICLE VI
SUBCHAPTER 'S' QUALIFICATION**

The Corporation is authorized to issue only one class of Stock, and all issued stock shall be held of record by not more than 20 persons.

**ARTICLE VII
NATURE OF BUSINESS**

The general purposes for which the Corporation is organized are;

1. To do and perform all matters and things relating and incidental to sales and service related to consumer goods and services.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

3. To do such other things as are incidental to the foregoing or necessary or desireable in order to accomplish the foregoing.

**ARTICLE VIII
DIRECTORS**

The Number of Directors constituting the initial Board of Directors of the Corporation is two (2);

The name and address of the persons who are to serve as members of the initial Board of Directors are;

Leslie Cernuda
123 N.W. 13th St., Ste. 214-14
Boca Raton, Florida 33432


Signature/Director

11/23/98
Date

Mitchell Kaufman
123 N.W. 13th St., Ste. 214-14
Boca Raton, Florida 33432


Signature/Director

11/23/98
Date

**ARTICLE IX
PREEMPTIVE RIGHTS**

Each stockholder of the Corporation shall have the right to purchase, subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles Of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of it's stock of any class or classes.

**ARTICLE X
STOCK TRANSFERS
CORPORATION'S RIGHT OF FIRST REFUSAL**

No stock holder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offering shall be in writing, signed by the stock holder; shall be sent by Registered or Certified Mail to the Corporation at it's principal place of business; and shall remain open for acceptance by the Corporation for a period of 30 days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stock holder shall have the right to dispose of his shares as he may see fit.

On the death of any stock holder, the Corporation shall have the right to purchase all shares owned by such stock holder on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stock holder.

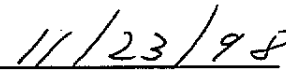
Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

EXECUTED by the undersigned at Boca Raton, Florida, on this 23rd Day of November, 1998.

Leslie Cernuda



Signature

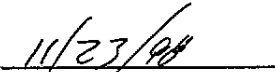


Date

Mitchell Kaufman



Signature



Date

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Leslie Cernuda and Mitchell Kaufman to me well known to be the persons described in and who executed the foregoing instrument, and have acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Ft. Lauderdale, Florida on this 23rd Day of November, 1998.

My Commission Expires:

NOTARY PUBLIC

Leslie - NFL @ 653-521-57-745

Leslie Cernuda 11-23-98
Leslie Cernuda

Mitchell - NFL K 155-541-57-135.

Mitchell Allen Kaufman 11-23-98
Mitchell Allen Kaufman



Helen Williams Garbutt
MY COMMISSION # CC759992 EXPIRES
July 16, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]

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