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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

allure video on line, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ALLURE VIDEO ON LINE, INC.

ARTICLE I - NAME

The name of this corporation is

ALLURE VIDEO ON LINE, INC.  
3084 Aviation Avenue  
Coconut Grove, Florida 33133

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of  
the filing of these Articles with the Division of Corporations, Florida Department of State.

ARTICLE III - PURPOSE

The general nature of the business or businesses to be transacted by the  
said corporation shall be as follows:

Any and all lawful and legal business authorized and/or permitted under the  
laws of the State of Florida.

LAW OFFICES OF AMANDA MAXWELL  
3225 Aviation Avenue, Suite 300  
Coconut Grove, Florida 33133  
Telephone: (305) 856-1555  
FL BAR NO. 334863

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**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shares shall be designated "Common Stock". The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V - SHAREHOLDERS**

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<b><u>Shareholder</u></b>	<b><u>Number of Shares</u></b>
MARK FRALEIGH	100

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND OFFICE**

The Initial Registered Agent and the street address of the initial registered agent are as follows:

MARK FRALEIGH  
3084 Aviation Avenue  
Coconut Grove, Florida 33133

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Attached hereto and incorporated herein is the said initial Registered Agent's acceptance of appointment.

**ARTICLE VII - DIRECTORS**

This corporation shall initially have as directors those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one (1) nor more than five (5). The name and address of the initial Director of this corporation is:

**MARK FRALEIGH  
3084 Aviation Avenue  
Coconut Grove, Florida 33133**

**ARTICLE VIII - INCORPORATORS**

The name and address of the person incorporating the said corporation and signing these Articles of Incorporation is:

**MARK FRALEIGH  
3084 Aviation Avenue  
Coconut Grove, Florida 33134**

**ARTICLE IX - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of any fractional shares) at the price at which such shares are offered to others.

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If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settled for the same, said stockholder or stockholders shall have the right to sell the stock so offered to whomever will purchase the stock for the same sum and price for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4 day of February, 1999.

  
\_\_\_\_\_  
MARK FRALEIGH,  
SUBSCRIBER

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STATE OF FLORIDA)  
COUNTY OF DADE ) SS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK FRALEIGH, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4<sup>th</sup> day of February, 1999.

Amanda Maxwell  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

Personally known ✓

or

Presented \_\_\_\_\_  
As Identification



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

First, that **ALLURE VIDEO ON LINE, INC.** desiring to organize or qualify  
under the laws of the State of Florida, with its principal place of business at City of Coconut  
Grove, State of Florida, has named **AMANDA MAXWELL**, located at 3225 Avenue, Suite  
300, Coconut Grove, Florida 33133, as its agent to accept service of process within  
Florida.

*Amanda Maxwell*  
AMANDA MAXWELL  
2-4-99  
DATE

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT OF INITIAL REGISTERED AGENT**

The undersigned **AMANDA MAXWELL** hereby accepts the foregoing  
designation as Registered Agent for service of process within the State of Florida, for and  
on behalf of the above named corporation, and agrees to comply with the provisions of law  
applicable to said designation.

*Amanda Maxwell*  
AMANDA MAXWELL  
2-4-99  
DATE

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