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(LETTER OF TRANSMITTAL)

MARCH 5, 1999

Secretary of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 MAR 15 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: EXOTIC GALLERY ENTERPRISES, INC.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

500002805875--3

-03/15/99-01099-001

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

JORGE PALACIOS
(individual's name)

EXOTIC GALLERY ENTERPRISES, INC.

MAILING ADDRESS OF CORPORATION

1904A HOLLYWOOD BLVD

HOLLYWOOD, FLORIDA 33020

PHONE

Area Code

Number

Ext.

ARTICLES OF INCORPORATION
of

EXOTIC GALLERY ENTERPRISES, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

EXOTIC GALLERY ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Jim Mahon
2890 North Andrews Avenue Suite B
Ft. Lauderdale, Florida 33311

The principle office, if known, or mailing address of the corporation is:

1904 A Hollywood Blvd.
Hollywood, Florida 33020

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows,

JORGE PALACIOS
1904A Hollywood Blvd.
Hollywood, Florida 33020

BRIAN C. WOOD
1904A Hollywood Blvd.
Hollywood, Florida 33020

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME JORGE PALACIOS
ADDRESS 1904A HOLLYWOOD BLVD.

CITY HOLLYWOOD STATE FLORIDA ZIP 33020

NAME BRIAN C. WOOD

ADDRESS 1904A HOLLYWOOD BLVD.

CITY HOLLYWOOD STATE FLORIDA ZIP 33020

NAME JAMES F. MAHON

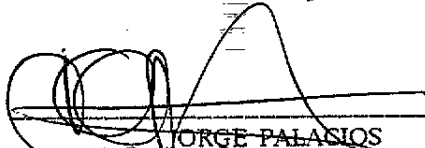
ADDRESS 2890 N. ANDREWS AVE

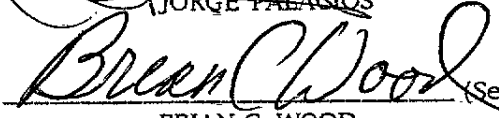
CITY FT LAUDERDALE STATE FL. ZIP 33311

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15th day of September, 1995.



James F Mahon
My Commission CC586413
Expires Nov. 02, 2000


JORGE PALACIOS (Seal)


BRIAN C. WOOD (Seal)

(Seal)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

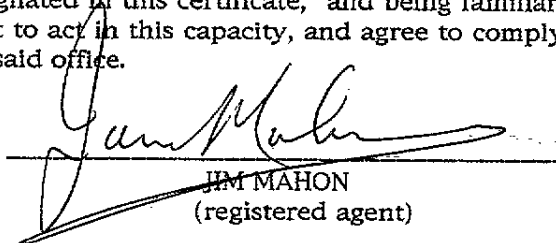
EXOTIC GALLERY ENTERPRISES, INC.
(name of corporation)

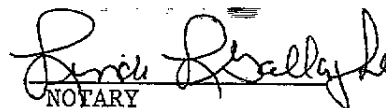
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation
at 2890 N. ANDREWS AVENUE
FT. LAUDERDALE, FLORIDA 33311

has named JIM MAHON located at the aforesaid address, as its Registered Agent to accept service
of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obligations of
that position, I hereby accept to act in this capacity, and agree to comply with the provisions of
Florida Law in keeping open said office.


JIM MAHON
(registered agent)


NOTARY



Linda L. Gallagher
My Commission CC580645
Expires Aug. 28, 2000