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Florida Department of State
Division of Corporations
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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
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BPV, INC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BPV, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4801 S. University Drive, Suite 219, Davie, Florida 33328.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 at \$1 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Daniel Scott Katz
4801 South University Drive, Suite 210
Davie, FL 33328

ARTICLE V SPECIFIC NATURE OF THE BUSINESS

The nature of the Corporation is for the purpose of sale of adult video via the Internet.

Daniel Scott Katz
4801 South University Avenue, Suite 210
Davie, Florida 33328
954-252-8470
0026840

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TALLAHASSEE, FLORIDA

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ARTICLE V INCORPORATOR(S)

See Instructions for officers/directors

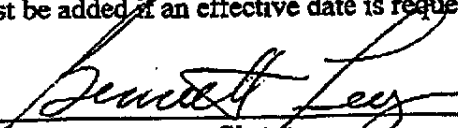
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Bennett Levy
8173 N. University Drive, Ste. 78
Tamarac, FL 33321

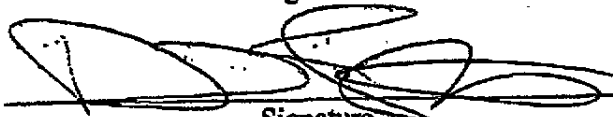
Dan Katz
4801 S. University Drive, Suite 210
Davie, FL 33328

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 23
day of MARCH, 1999.

(An additional article must be added if an effective date is requested.)



Signature



Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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.

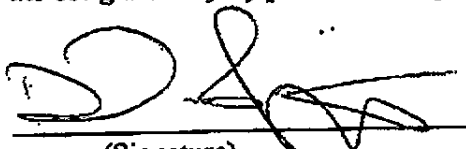
1. The name of the corporation is: BPV, Inc.
2. The name and address of the registered agent and office is:

Daniel Scott Katz
(Name)

4801 South University Drive, Suite 210
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Davie, Florida 33328
(City/State/Zip)

Having 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.


(Signature)

3-23-99
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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TALLAHASSEE, FLORIDA

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