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Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Tallahassee, FL 32314				1 03060 12/03/99(****840.00	1355- 0108400 ******70	4.4)2).00
		ESCORTS name - must include s	Suffix)			
Enclosed is an origina for: \$70.00 Filing Fee	I and one (1) co \$78.75 Filing Fee & Certificate	\$122.50 Filing Fee & Certified Copy Additional Co	\$131.25 Filing Fee, Certified Cop & Certificate	5	ck	
FROM:	22 5 BOCA	(printed or typed)	Rect *	219 - 1 32	RETARY O	FILED

NOTE: Please provide the original and one copy of the articles.

Daytime Telephone number

FILED
1999 DEC -3 AM 11: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

PENNY ESCORTS INC.

ARTICLE II PRINCIPAL OFFICE

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

22 S E 4 STREET #219 BOCA RATON FL 33432

ARTICLE III SHARES

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

ONE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and address of the initial registered agent is:

BRUNO CLOVELAND 22 S.E. 4 STREET # 219 BOCA RATON FC 33432

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):

BRUNO CLEVELAND

22 SE 4 STREET

BOCA RATON FL 33432

The und	ersigned in	corporator(s) has(have) e	xecuted these Articles of	f Incorporation this	
	_ day of _	December	, 19 <u></u>		
		NO CONF	d and		
		1-0000	Signature	-	
			Signature		-
			Signature		

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

1999 DEC -3 AM 11: 11

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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:	DENNY	ESCORDS	inc	· · ·	
2.	The name and address of the regist	ered agent and office	is:			
	BRUN	o clevela	ND			
		(NAME)		#219		-
	22	SE 4 59	Reet	, J		
	(P.O. Box or Mail Drop Box NOT ACCEPTABLE)					
	Boc	A RATON	EC 3	3432		
		(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) [2/01/99]
(DATE)