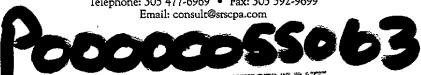
SAENZ, ROBLEDO, SAX & COMPANY, P.A.

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

8180 N.W. 36 STREET #100 • MIAMI, FLORIDA 33166-6650 Telephone: 305 477-6969 • Fax: 305 592-9699



MAYRA AMORETTI-CRUZ, C.P.A. AMTHONY ROBLEDO, C.P.A. RAUL M. SAENZ, C.P.A. ROBERT J. SAX, C.P.A. SHABBIR H. SONGERWALA, C.P.A.

6-1-00

FT. LAUDERDALE OFFICE 1244 N. UNIVERSITY DRIVE PLANTATION, FLORIDA 33322 TELEPHONE: 954 370-2727 FAX: 954 370-2776

May 26, 2000

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

SUBJECT: OUTCROSS MAGAZINE, INC.

400003271074--7 -05/30/00--01136--020 ****122.50 ******78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for

□ \$70.00

□ \$78.7*5*

□ \$122.50

□ \$131.25

Filing Fee

Filing Fee & Certificate

Filing Fee &

Filing Fee,

Certified Copy Certified Copy

Certified Copy & Certificate

Make check payable to: Secretary of State

FROM: Saenz, Robledo, Sax & Company, P.A. 8180 N.W. 36 Street, #100

Miami, FL 33166 305-477-6969

& Thompson JUN Ú & 2000



ARTICLES OF INCORPORATION

The Undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE	I	NAME
---------	---	------

The name of the Corporation shall be:

EFFECTIVE DATE

6-1-00

Outcross Magazine, Inc.

ARTICLE II PRINCIPAL OFFICE

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

C/o Eric DaSilva 5708 SW 69 Avenue Miami, FL 33143

ARTICLE III SHARES

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

7500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Ruben Echeverry 5708 SW 69 Avenue Miami, FL 33143

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Eric DaSilva 5708 SW 69 Avenue Miami, FL 33143

ARTICLE VI EFFECTIVE DATE

The effective date of this corporation will be:

June 1, 2000

ignature/incorporator

Date

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/Registered Agent

5-76-2000

Date