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OF COUNSEL
A. H. TOOTHMAN
WARREN D. HAMANN
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February 28, 1997

Secretary of State of Florida
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002103040--8
-03/04/97--01011--005
****122.50 ****122.50

Re: **ISLAND FUN PUBLICATIONS, INC.**
Our File No. **00165**

To whom it may concern:

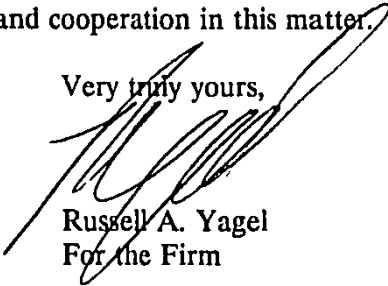
Enclosed please find the Articles of Incorporation for ISLAND FUN PUBLICATIONS, INC. and a check in the amount of \$122.50 for the filing of same.

We would appreciate your filing these Articles of Incorporation and sending the registration letter to the undersigned in the stamped, self-addressed envelope provided for your convenience.

If you have any questions, please do not hesitate calling the undersigned. Thank you for your cooperation and assistance in this matter.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,



Russell A. Yagel
For the Firm

RAY:jm
Enclosures

00165 ISLAND FUN Publications 001

97 FEB -3 AM 10:41
FILING DIVISION
DEPARTMENT OF STATE

3/10/97

ARTICLES OF INCORPORATION
OF
ISLAND FUN PUBLICATIONS, INC.

FILED
STATE
CORPORATIONS
971123-3 2/10/11

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is ISLAND FUN PUBLICATIONS, INC. and the initial address of this corporation shall be 147 Peace Ave., Tavernier, Florida 33070.

ARTICLE II

This corporation may engage in any and all lawful business under the provisions of Chapter 607, Florida Statutes, as it may from time to time be amended.

ARTICLE III

The period of duration of this corporation shall be perpetual. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS</u>
100	\$1.00	Common

ARTICLE V

The initial registered office of this corporation shall be: Suite 900, 799 Brickell Plaza, Miami, Florida 33131-2805, and the name of this corporation's initial registered agent is Russell A. Yagel, Suite 900, 799 Brickell Plaza, Miami, Florida 33131-2805.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the incorporator is Russell A. Yagel, Suite 900, 799 Brickell Plaza, Miami, Florida 33131-2805.

ARTICLE VIII

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of February, 1997.

Witnesses:

[Signature]
82604 E Lander
Printed Name of Witness
[Signature]
Cinnie Lopez
Printed Name of Witness

[Signature]
Russell A. Yagel, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared RUSSELL A. YAGEL, () who is personally known to me or, () who produced _____ as identification, to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 28th day of ~~March~~ ^{February}, 1997.

NOTARY PUBLIC:

Sign: [Signature]

Print: Consuelo Cano

State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND ACCEPTANCE**

In compliance with the laws of Florida, the following is submitted:

That ISLAND FUN PUBLICATIONS, INC., desiring to incorporate under the laws of the State of Florida has named Russell A. Yagel with an address of Suite 900, 799 Brickell Plaza, Miami, Florida 33131-2805, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501(3), Florida Statutes.

Dated this 28th day of February, 1997.

By:



Russell A. Yagel, Registered Agent

FILED
1997 FEB 28 PM 10:11
MARIETTA, GA