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7/13/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES. INC.  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: MUSCLE ELEGANCE MAGAZINE, INC.  
AUDIT NUMBER.....H98000012935  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 1  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION FILED

98 JUL 14 AM 11: 21

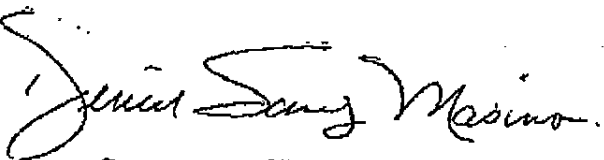
Article 1: Name of Corporation: MUSCLE ELEGANCE MAGAZINE, INC. SECRETARY OF STATE  
Address of Corporation: 15630 LAUREL DAWN DRIVE TALLAHASSEE, FLORIDA  
FORT MYERS, FL 33912

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000 , with a par value of \$0.00 .  
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: DENISE SANCHEZ-MASINO  
REGISTERED OFFICE: 15630 LAUREL DAWN DRIVE  
FORT MYERS, FL 33912

\* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

07 / 13 / 98  
Date

  
Signature of Registered Agent


Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).  
First listed is President, second is Vice President, then Secretary/Treasurer.

- 1.
- 2.
- 3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

DENISE SANCHEZ-MASINO  
15630 LAUREL DAWN DRIVE  
FORT MYERS, FL 33912

In witness whereof, I have subscribed my name:

  
Signature of Incorporator

H98-12935

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571