TRANSMITTAL LETTER

P9800092070

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

HOUSE AND HOMES MAGAZINE INC. SUBJECT: (Proposed corporate name - must include suffix) Enclosed is an original and one(1) copy of the articles of incorporation and a check for: \$87.50 **□**\$78.75 \$70.00 Filing Fee, Filing Fee Filing Fee Filing Fee Certified Copy & Certified Copy & Certificate of Status & Certificate of Status ADDITIONAL COPY REQUIRED WARREN J. BIEN Name (Printed or typed) 128 JALEM COURT TALLAHAGSEE, FL 32301 City, State & Zip

Pmo 29/98

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

Daytime Telephone number

AFFIDAVIT OF ABSOLUTE DISSOLUTION OF HOUSE AND HOME MAGAZINE, INC.

FILED

98 OCT 29 PM 12: 10

SECRETARY OF STATE
TALLAHASSEE F

I, Michael David Burdick, as sole officer, director and shareholder of HOUSE AND LE. F. HOME MAGAZINE, INC., a Florida for-profit corporation, hereby swear and affirm that I am sui juris, and legally competent, and that I hereby further swear and affirm that I intend that the dissolution of HOUSE AND HOME MAGAZINE, INC., effected by me this date, pursuant to Section 607.1403, Florida Statutes, is absolute, and that I will not revoke the said dissolution for any reason whatsoever.

Michael David Burdick, in his capacity as

President, sole director, and sole

shareholder, House and Home Magazine, Inc.

STATE OF FLOREDA
COUNTY OF PENEUAS

> NOTARY PÚBLIC My Commission #:

My Commission Expires:

PAUL N. FLETCHER
Notary Public - State of Florida
My Commission Expires Feb 1, 2002
Commission # CC712656

Articles of Incorporation

FILED
98 OCT 29 PHI2: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

House and Homes Magazine, Inc.

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 House and Homes Magazine, Inc.

ARTICLE II - PURPOSE OF CORPORATION

The purpose and activities of the corporation shall include, but not be limited to:

- Sell advertising in real estate publications and/or electronic versions of same.
- 2. Any other lawful purpose.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation shall be located at 6352 Clinton Highway, Knoxville, Tennessee 37912. The mailing address of the corporation shall be Post Office Box 175, Knoxville, Tennessee 37901.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at

any one time is 100,000 shares of common stock, each share having a par value of ten/100s United States dollars (\$.10). Authorized capital stock may be paid for in cash, services, or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE V - DESIGNATION AND ADDRESS OF REGISTERED AGENT

The name and address of the initial Registered Agent is:

Warren J. Bird, Esq. 128 Salem Court Tallahassee, FL 32301

ARTICLE VI - INCORPORATOR

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

Warren J. Bird, Esq. 128 Salem Court Tallahassee, FL 32301

ARTICLE VII - DESIGNATION OF DIRECTORS

The initial directors of the corporation shall be:

Jim Hackworth, President/Director

Carol Hackworth, Secretary/Treasurer/Director

The undersigned incorporator has executed these Articles of Incorporation

this $\frac{79}{}$ day of October, 1998.

Warren I Bird

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 OFFICER/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

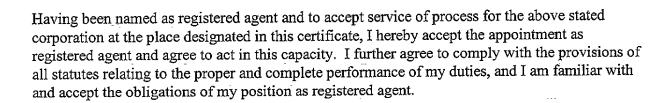
House and Homes Magazine, Inc.

2. The name and address of the registered agent is:

Warren J. Bird, Esq.

128 Salem Court

Tallahassee, FL 32301



Warren J. Bird

Date '