

F980000001396

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Regional Antique Publications, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Susan D. Smith

(Name of Person)

Landmark Communications, Inc.

(Firm/Company)

150 West Brambleton Ave

(Address)

Norfolk, Virginia 23510

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Susan Smith

(Name of Person)

at 757, 446-2013

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Regional Antique Publications, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Virginia 3. 54-1869576
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 15, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon authorization
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 150 W. Brambleton Avenue
Norfolk, Virginia 23510
(Current mailing address)

8. Publication and distribution of magazines
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Chairman: John O. Wynne
Address: 150 W. Brambleton Avenue
Norfolk, Virginia 23510

Vice Chairman: Richard F. Barry, III
Address: 150 W. Brambleton Avenue
Norfolk, Virginia 23510

Director: Louis F. Ryan
Address: 150 W. Brambleton Avenue
Norfolk, Virginia 23510

Director: _____
Address: _____

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)

President: Richard F. Spears
Address: 150 W. Brambleton Avenue
Norfolk, Virginia 23510

Vice President: Preston McKenzie
Address: 150 W. Brambleton Avenue
Norfolk, Virginia 23510

Secretary: Louis F. Ryan
Address: 150 W. Brambleton Avenue
Norfolk, Virginia 23510

Ass't Secretary Susan D. Smith
~~Treasurer~~
Address: 150 W. Brambleton Avenue
Norfolk, Virginia 23510

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Susan D. Smith
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Assistant Secretary, Susan D. Smith
(Typed or printed name and capacity of person signing application)

Commonwealth of Virginia



State Corporation Commission

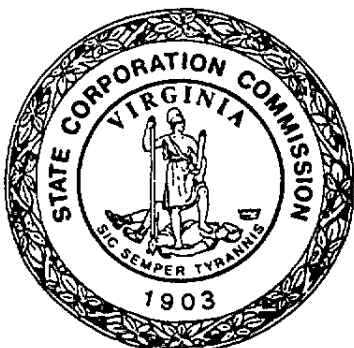
I Certify the Following from the Records of the Commission:

REGIONAL ANTIQUE PUBLICATIONS, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 15, 1997.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: February 26, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission