

F98000006777

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Southern Accents, Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-12/11/98--01093--002
*****78.75 *****78.75

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:

Sally S. Reilly
(Name of Person)
Southern Progress Corporation
(Firm/Company)
2100 Lakeshore Drive
(Address)
Birmingham, AL 35209
(City/State/Zip)

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

Sally S. Reilly at (205) 877-6141
(Name of Person) (Area Code & Daytime Telephone Number)

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JP 12/14

STREET 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

Same as
T12813
E 02035

SOUTHERN
PROGRESS

2100 LAKESHORE DRIVE

BIRMINGHAM, AL 35209

PHONE (205) 877-6000

December 8, 1998

FLORIDA DEPARTMENT OF STATE
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: *Southern Accents, Inc.*

Dear Sir:

Enclosed you will find a Transmittal Letter, a signed Application By Foreign Corporation For Authorization To Transact Business in Florida, a Certificate of Existence, and the required fee for filing registration.

Please file same and forward confirmation of filing at your earliest convenience.

Thank you for your assistance. Should you have any questions, please feel free to contact me at 1-800-366-4217, extension 5736.

Sincerely,



Mary Margaret S. Keck
Legal Assistant

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From the desk of...

Mary Margaret S. Keck
Legal Assistant
Employee Benefits Department
Southern Progress Corporation
2100 Lakeshore Drive
Birmingham, Alabama 35209

(205) 877-5736
Fax: (205) 877-6810

**SOUTHERN
PROGRESS**

2100 LAKESHORE DRIVE

BIRMINGHAM, AL 35209

PHONE (205) 877-6000

December 14, 1998

SENT VIA FACSIMILE
1-850-410-1015

Jennifer Sindt
FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: *Southern Accents* Trademark
Florida Assigned Registration No. T12813

Dear Ms. Sindt:

Thank you for your telephone inquiry earlier today. This letter is assurance that the above registered trademark is owned by Southern Accents, Inc., P. O. Box 10411, Birmingham, AL 35201.

If you have any further questions, please feel free to give me a call.

Sincerely,



Mary Margaret S. Keck
Legal Assistant

From the desk of...

Mary Margaret S. Keck
Legal Assistant
Employee Benefits Department
Southern Progress Corporation
2100 Lakeshore Drive
Birmingham, Alabama 35209

(205) 877-5736
Fax: (205) 877-6810

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**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. Southern Accents, 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. Delaware 3. 63-0916496
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/22/85 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 11/21/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2100 Lakeshore Drive
Birmingham, AL 35209
(Current mailing address)
8. Magazine Advertising Sales
(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 Systems
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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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.

By: CT Corporation system

Dale W. Morris

(Registered agent's signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

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.

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: Tom Angelillo

Address: 2100 Lakeshore Drive

Birmingham, AL 35209

Vice Chairman: Jeanetta Keller

Address: 2100 Lakeshore Drive

Birmingham, AL 35209

Director: William R. Carey, Jr.

Address: 2100 Lakeshore Drive

Birmingham, AL 35209

Director:

Address:

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

President: Tom Angelillo

Address: 2100 Lakeshore Drive

Birmingham, AL 35209

Vice President: Jeanetta Keller

Address: 2100 Lakeshore Drive

Birmingham, AL 35209

Assistant Secretary: Sally S. Reilly

Address: 2100 Lakeshore Drive

Birmingham, AL 35209

Treasurer: Bruce Larson

Address: 2100 Lakeshore Drive

Birmingham, AL 35209

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

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Sally S. Reilly, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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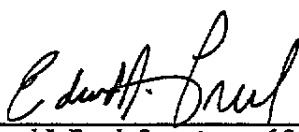
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN ACCENTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF SEPTEMBER, A.D. 1998.

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Edward J. Freel, Secretary of State

AUTHENTICATION: 9300266

DATE: 09-14-98