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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: SUNCOAST MAGAZINES INC.  
(Name of corporation - must include suffix)

400002897624-5  
-06/08/99-01009-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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:

JOHN EGGER  
(Name of Person)  
SUNCOAST MAGAZINES INC.  
(Firm/Company)  
13101 56TH COURT SUITE 816  
(Address)  
CLEARWATER FL. 33760  
(City/State/Zip)

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

JOHN EGGER at ( 727 ) 480-2933  
(Name of Person) (Area Code & Daytime Telephone Number)

**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

64  
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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

SUNCOAST MAGAZINES, INC.

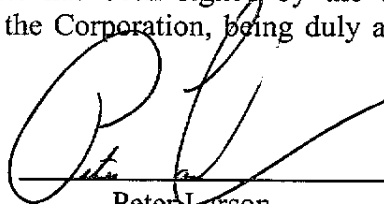
Officer's Certificate

I, Peter Larson, Chairman and Chief Executive Officer of SUNCOAST MAGAZINES, INC., a Delaware corporation (the "Corporation"), do hereby certify that the following is a true, complete and correct copy of a resolution approved and adopted by the Board of Directors of the Corporation, and the same has not been revoked, cancelled, annulled or amended in any manner and is in full force and effect on the date of this Certificate:

RESOLVED, that the Corporation adopt the alternate name, "SUNCOAST MAGAZINE DISTRIBUTION, INC." for use in all of the Corporation's dealings with the Secretary of State of the State of Florida and in the conduct of the Corporation's affairs in the State of Florida; and further

RESOLVED, that any one or more officers of the Corporation be, and each of them individually hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver all documents, certificates and undertakings, and to incur and pay all such fees and expenses as in their judgment shall be necessary, appropriate or convenient to carry into effect the purposes and intent of this resolution.

IN WITNESS WHEREOF, this Certificate has been signed by the undersigned, as Chairman and Chief Executive Officer of the Corporation, being duly authorized to do so, this 9<sup>th</sup> day of August, 1999.

  
\_\_\_\_\_  
Peter Larson

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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. SUNCOAST MAGAZINES INCORPORATED  
(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. 13-4057901  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 6 1999 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JUNE 1 1999  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 13101 56th COURT SUITE 816  
CLEARWATER, FL. 33760  
(Current mailing address)

8. WHOLESALE 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: JOHN EBBER

Office Address: 13101 56th COURT SUITE 816  
CLEARWATER, FL, Florida, 33760  
(Zip code)

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TALLAHASSEE, FLORIDA

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.

John F. Eber  
(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.

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: <u>Peter Larson</u>	Director: <u>Scott Coffman</u>
Address: <u>19 Cedar Drive South</u> <u>Old Bethpage, NY 11804</u>	<u>307 Wilson Ave # 14</u> <u>Panama City, FL 32401</u>
Director Vice Chairman: <u>Norman Raben</u>	
Address: <u>250 Beacon St.</u> <u>Boston, MA 02116</u>	
Director: <u>JOHN EGGER</u>	
Address: <u>17117 GULF BLVD #443</u> <u>N. REWINGTON BEACH FL. 33708</u>	
Director: <u>TOM ALLEN</u>	
Address: <u>2063 SAN SEBASTIAN WAY</u> <u>CLEARWATER FL. 33763</u>	

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

President: JOHN EGGER

Address: 17117 GULF BLVD #443  
N. REWINGTON BEACH FL. 33708

Vice President: TOM ALLEN

Address: 2063 SAN SEBASTIAN WAY  
CLEARWATER FL. 33763

Secretary: Norman Raben

Address: 250 Beacon St.  
Boston, MA 02116

Treasurer: Norman Raben

Address: 250 Beacon St.  
Boston, MA 02116

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TALLAHASSEE, FLORIDA

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

13. John F. Egger  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOHN F. EGGER - PRESIDENT  
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNCOAST MAGAZINES, 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 TWENTY-EIGHTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUNCOAST MAGAZINES, INC." WAS INCORPORATED ON THE SIXTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9890721

DATE: 07-28-99