

NUCKOLLS, JOHNSON & BELCHER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

THE TIDEWATER BUILDING

HUGH PAUL NUCKOLLS

KARL L. JOHNSON

W. GUS BELCHER, II

MAILING ADDRESS:

P. O. DRAWER 2199

FORT MYERS, FLORIDA 33902-2199

SUITE 303

1375 JACKSON STREET

FORT MYERS, FLORIDA 33901

(941) 334-3400

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February 1, 2000

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

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02/03/00--01094--003
*****78.75 *****78.75

Re: Incorporation of
UltimateLee Magazine, Inc.

Gentlemen:

Enclosed please find the original and two copies of the Articles of Incorporation for UltimateLee Magazine, Inc. for filing. Also enclosed is my client's check in the amount of \$78.75 to cover the \$35.00 filing fee, \$35.00 Registered Agent Fee and the \$8.75 certified copy fee.

After the Articles have been filed, please return to me a copy stamped with the date of filing on same, as well as a certified copy. I have enclosed a self-addressed, stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact me.

EFFECTIVE DATE

1-28-00

Very truly yours,

W. GUS BELCHER, II

WGB/cl

Enclosures: as stated
cc: Lindy Maggiano
K00.1b:Maggiano.L

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB - 3 PM 12:18

FILED

EFFECTIVE DATE
1-28-00

ARTICLES OF INCORPORATION

OF

ULTIMATELEE MAGAZINE, INC.

FILED
00 FEB -3 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is ULTIMATELEE MAGAZINE, INC.

ARTICLE II

ADDRESS

The address of the principal office and the mailing address of the corporation is: 8695 College Parkway, Suite 255, Fort Myers, Florida 33919.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8695 College Parkway, Suite 255, Fort Myers, Florida 33919. The name of its initial registered agent at that address is LINDY MAGGIANO.

ARTICLE IV

NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE V

NOT FOR PROFIT

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

ARTICLE VI

DURATION

The duration (term) of the corporation is perpetual.

ARTICLE VII

PURPOSES

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

ARTICLE VIII

POWERS

Solely for the above purposes, the corporation shall have the following powers:

(A) To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including, but not limited to, those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

(B) To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

(C) To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE IX

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three (3) individuals. The initial directors are elected

by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the by-laws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE XI

OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the by-laws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the by-laws or by law.

ARTICLE XII

INCORPORATORS

The name and street address of each incorporator is as follows:

Names	Addresses
LINDY MAGGIANO	8695 College Parkway, Suite 255 Fort Myers, Florida 33919
LOIS LINK	8695 College Parkway, Suite 255 Fort Myers, Florida 33919

ARTICLE XIII

BY-LAWS

The by-laws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE XIV

AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

ARTICLE XV

INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XVI

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the Laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

We, the undersigned incorporators, have signed these
Articles of Incorporation on January 28, 2000.

Lindy Maggiano
LINDY MAGGIANO

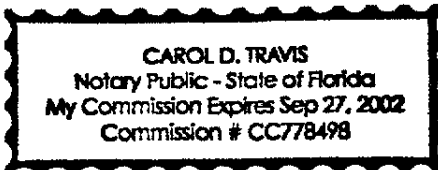
Lois Link
LOIS LINK

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to
administer oaths and take acknowledgements, this day personally
appeared LINDY MAGGIANO and LOIS LINK, who are personally known
to me or who have produced PERSONALLY as
identification, and who did take an oath, and who have
acknowledged before me that they have read and executed the
foregoing Articles of Incorporation for the purposes therein
expressed.

WITNESS my hand and official seal this 28th day of
JANUARY, 2000.

My commission expires: 9/27/02 Carol D. Travis
NOTARY PUBLIC
Name: CAROL D. TRAVIS



**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

FILED
00 FEB -3 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0501, Fla. Stat., the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. Name of the corporation:

ULTIMATELEE MAGAZINE, INC.

2. Name and address of the registered agent and office:

LINDY MAGGIANO
8695 College Parkway, Suite 255
Fort Myers, Florida 33919

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 28, 2000.

Lindy Maggiano
LINDY MAGGIANO