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JOSEPH CHARLES
& ASSOC., INC.

INVESTMENT BANKERS
MEMBER: NASD ♦ SIPC

January 28, 2000

Via overnight courier
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

0000003116740-6
-01/28/2000-01/24-018-6
****78.75 ****78.75

Re: Weider, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation of the above-referenced corporation. Kindly file the original, date stamp the copy and return it to me in the enclosed self-addressed stamped envelope.

A check in the amount of \$78.75 has been enclosed to cover the filing fee and fee for a certified copy.

Should you have any questions or require additional information, please do not hesitate to contact me.

Very truly yours,

C. Frankiewicz
Casaundra M. Frankiewicz
Legal Assistant

/cmf

FILED
00 JAN 31 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Crystal Corporate Center
2500 N. Military Trail, Suite 300
Boca Raton, Florida 33431
561.391.9090 800.284.9995

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BROWN FEB - 3 2000

ARTICLES OF INCORPORATION

OF

WEIDER, INC.

FILED
00 JAN 31 PM 4:33
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WEIDER, INC.

The address of the principal office of this corporation shall be Crystal Corporate Center, Suite 300, 2500 North Military Trail, Boca Raton, FL 33431 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The name and street address of the registered agent of the corporation shall be Laura E. Arnoff, Esquire, c/o Joseph Charles & Associates, Inc., Crystal Corporate Center, Suite 300, 2500 North Military Trail, Boca Raton, FL 33431.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Joseph Visconti

Crystal Corporate Center, Suite 300
2500 North Military Trail
Boca Raton, FL 33431


Stephen Kerr

7025 East First Avenue, Suite 5
Scottsdale, AZ 85251

ARTICLE VII - NAME OF INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation: LAURA E. ARNOFF, ESQUIRE, 2500 N. Military Trail, Suite 300, Boca Raton, Florida 33431.

The undersigned incorporator has executed these Articles of Incorporation on January 28, 2000.



LAURA E. ARNOFF, Incorporator

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

Laura E. Arnoff, an individual residing in this state, having a business office located at Joseph Charles & Associates, Inc., Crystal Corporate Center, Suite 300, 2500 North Military Trail, Boca Raton, FL 33431, identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

WEIDER, INC.

Laura E. Arnoff is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Date: January 28, 2000

BY: _____

Laura E. Arnoff

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00 JAN 31 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA