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JAMES A. BARKS

ATTORNEY AT LAW

SUITE B

1120 WEST FIRST STREET  
SANFORD, FLORIDA 32771

FILED

00 FEB -9 AM 11:25

TELEPHONE (407) 321-1224

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FAX (407) 321-1467

February 7, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

800003129638--9  
-02/09/00--01069--002  
\*\*\*122.50 \*\*\*\*\*78.75

RE: Pizazz Magazine, Inc.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50, Articles of Incorporation, and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing Fee

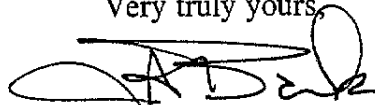
\$35.00 - Designating Registered Agent

\$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,



James A. Barks

JAB/jst

Enclosures

PH 2/15/2000

ARTICLES OF INCORPORATION  
OF  
PIAZZ MAGAZINE, INC.

FILED  
00 FEB -9 AM 11: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: PIAZZ MAGAZINE, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this corporation is to engage in any and all lawful business permitted under the Laws of the United States and the Laws of the State of Florida, except to do business as a bank, railroad, canal, or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this corporation is authorized to issue is: 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is: 100 International Parkway, Suite 122, Heathrow, Florida 32746, and the name of the initial registered agent of this corporation is GLENN ARNETTE, III.

## ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two ((2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

|                                      |                                      |
|--------------------------------------|--------------------------------------|
| GLENN ARNETTE, III                   | PATRICIA A. McCABE                   |
| 100 International Parkway, Suite 122 | 100 International Parkway, Suite 122 |
| Heathrow, FL 32746                   | Heathrow, FL 32746                   |

## ARTICLE VII. INCORPORATORS

The name and address of the persons signing these articles is:

|                                      |                                      |
|--------------------------------------|--------------------------------------|
| GLENN ARNETTE, III                   | PATRICIA A. McCABE                   |
| 100 International Parkway, Suite 122 | 100 International Parkway, Suite 122 |
| Heathrow, FL 32746                   | Heathrow, FL 32746                   |

## ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to these reservations.

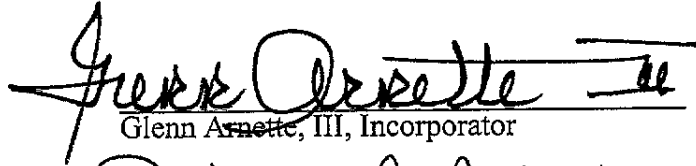
## ARTICLE IX. STOCK TRANSFER RESTRICTIONS

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

|                    |                         |
|--------------------|-------------------------|
| <u>Shareholder</u> | <u>Number of Shares</u> |
| GLENN ARNETTE, III | 51                      |
| PATRICIA A. McCABE | 49                      |

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of  
Incorporation this 3<sup>rd</sup> day of February, 2000.

  
Glenn Arnette, III, Incorporator

  
Patricia A. McCabe, Incorporator

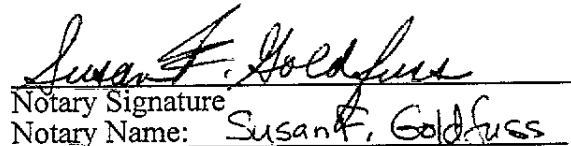
STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of February, 2000,  
by GLENN ARNETTE, III, and that I relied upon the following form of identification of the above-  
named person: (X) Personally Known, OR ( ) Produced \_\_\_\_\_ as  
identification



Susan F Goldfuss  
My Commission CC901421  
Expires January 12, 2004

  
Notary Signature  
Notary Name: Susan F. Goldfuss

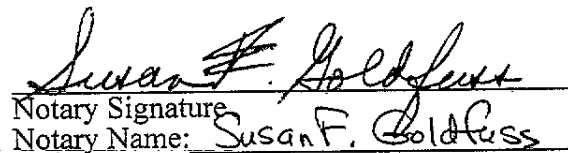
STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of February, 2000,  
by PATRICIA A. McCABE, and that I relied upon the following form of identification of the above-named  
person: ( ) Personally Known, OR (X) Produced Florida Drivers License as identification

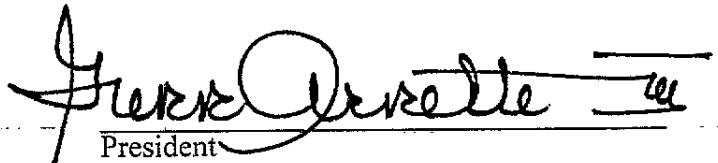


Susan F Goldfuss  
My Commission CC901421  
Expires January 12, 2004

  
Notary Signature  
Notary Name: Susan F. Goldfuss

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS  
WITHIN THIS STATE

Pursuant to Florida Statutes, this is to certify that PIZAZZ MAGAZINE, INC., a corporation duly organized and existing under the Laws of the State of Florida, has named GLENN ARNETTE, III, 100 International Parkway, Suite 122, Heathrow, Florida 32746, as its agent to accept service of process within this State and the said address as the office for such service of process.

  
President

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By:   
Registered Agent

corp\pizazz

FILED  
00 FEB -9 AM 11: 25  
TALLAHASSEE, FLORIDA