



USA Corporate Services Inc.
worldwide company formation services.
46 State Street 3rd Floor
Albany, NY 12207
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fax (212) 683-1544
email: nyc@mossfon.com

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 16, 2000

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

chk # 1151

Dear Sirs:

Enclosed, please the Articles of Incorporation for:

RANDY ABRAMS EDITORIAL, INC.

Please file the corporation on a 24hr expedited basis and return all filings via Federal Express to the above using account number 2251-9907-8.

Attached, is a check in the amount of 78.75 to cover the following fees:

\$70.00 - Disbursement to the State

\$ 8.75 - Certified Copy of Articles of Inc.

If you have any questions or need further information, please do not hesitate to contact us.

Sincerely,

USA Corporate Services, Inc.

Mirtha Mercedes
Encl.

B4 2/21/2000 ✓

*Articles Of Incorporation
Of*

RANDY ABRAMS EDITORIAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is Hereby Certified That:

1. The name of the corporation is: **RANDY ABRAMS EDITORIAL, INC.**
2. The purposes for which the corporation is formed are:

To engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the General Corporation Law upon corporation formed thereunder, subject to any limitations contained in any statute of the State of Florida.

3. The name and address of the initial registered agent of the corporation is:

Randy Abrams 1600 Seagrape Way Hollywood, FL 33019

4. The mailing address and principal place of business of the corporation is:

1600 Seagrape Way Hollywood, FL 33019

5. The aggregate number of shares which the corporation shall be authorized to issue is **1,000** with **no par value**.

6. The name and address of the incorporator is:

Mirtha Mercedes 30 East 40th Street Ste 605 New York, NY 10016

7. The corporation to exist perpetually.

IN WITNESS WHEREOF, the undersigned incorporator, being over the age of 21, has executed this certificate on the **16th** day of **February 2000**.

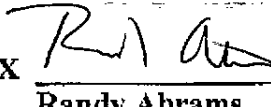

Mirtha Mercedes
Incorporator

Acceptance of Appointment as Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **Randy Abrams** do hereby accept appointment as Registered Agent of
RANDY ABRAMS EDITORIAL, INC. And am familiar with the provisions of section
607.325 of the Florida General Corporation Act.

Dated:

X 

Randy Abrams
Registered Agent