

P000000032814

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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TALLAHASSEE, FLORIDA
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FLORIDA PROFIT CORPORATION OR P.A.**MAD \$ PUBLISHING CO.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 30, 2000

FAS-T

SUBJECT: MAD \$ PUBLISHING CO.
REF: W00000008521

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H00000014086
Letter Number: 900A00017548

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
MAD \$ PUBLISHING CO.

Article I
Name

The name of this corporation is MAD \$ PUBLISHING CO.

Article II
Principal Office Address

The mailing address of the Corporation is: 2268 N.W. 81 TERRACE,
MIAMI, FLORIDA 33147.

Article III
Capitol Stock

This corporation shall have the authority to issue 1,000 shares of common stock with no par value.

Article IV
Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2268 N.W. 81 TERRACE, MIAMI, FLORIDA 33147 and the name of the initial registered agent of this corporation at that office is DARRAN MOORE.

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Article VI
Incorporator

The name and address of the incorporator is:

DARRAN MOORE
710 Washington Avenue, Suite #5
Miami Beach, FL 33139

Article VII
Initial Board of Directors

The name and address of the initial director of this corporation is:

Darran Moore	2268 N.W. 81 Terrace
	Miami, Florida 33147

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article VIII
Indemnification

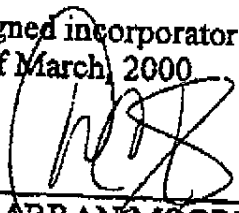
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article IX
Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 30, 2000

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IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 29th day of March, 2000



DARRAN MOORE
BY KEVIN C. GUANAGA as
Attorney-in-fact

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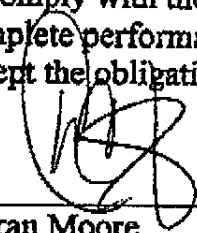
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: MAD \$ PUBLISHING CO.
2. The name and address of the registered agent and office is:

DARRAN MOORE
2268 N.W. 81ST TERRACE
MIAMI, FLORIDA 33147

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Darran Moore
By Kevin C. Guanaga as attorney-in-fact

Date: March 29, 2000

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