

COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER

*Attorneys at Law*

*A Partnership of Professional Associations*

712 U.S. HIGHWAY ONE, SUITE 400

P. O. BOX 13146

NORTH PALM BEACH, FLORIDA 33408-7146

TELEPHONE: (561) 844-3600

FACSIMILE: (561) 842-4104

GARY A. CHERNAY\*  
FRED C. COHEN, PA.\*\*  
GREGORY R. COHEN  
BERNARD A. CONKO\*  
DAVID B. NORRIS, PA.  
PETER R. RAY  
ROBERT B. RABIN  
ERIC M. SAUERBERG\*  
KYLE A. SILVERMAN\*  
KENNETH J. SCHERER, PA.  
JAMES S. TELEPMAN\*\*\*  
ROBERT M. WEINBERGER, PA.  
BRENT G. WOLMER, PA.

\* Of Counsel

\*\* Board Certified Real Estate

\*\*\* Board Certified Business Litigation

OF COUNSEL:

RICHARD S. RACHLIN, PA.  
RICHARD S. RACHLIN\*  
LAURA E. ARNOFF

\* Board Certified  
Civil Trial Attorney

PO00000061123

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

000003295490--1  
-06/19/00--01091--023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ATTN: New Filings

RE: Movie Palm Magazine, Inc.

Dear Clerk:

Enclosed please find our check in the sum of \$70.00 to cover the cost of filing the enclosed Articles of Incorporation and the Designation of Registered Agent. I have also enclosed a pre-addressed stamped envelope for your convenience in returning a date stamped copy to me for my files.

Thank you in advance for your assistance in this matter.

Sincerely yours,

*D. Jean Rich*

D. Jean Rich  
Legal Assistant  
Bernard A. Conko

/dj  
Enclosures

FILED  
00 JUN 19 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JUN 23 2000

**FILED**  
00 JUN 19 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MOVIE PAL MAGAZINE, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files these Articles for the purpose of becoming a corporation under the Laws of the State of Florida.

1. The name of this corporation shall be:

**MOVIE PAL MAGAZINE, INC.**

2. The principal office of the corporation shall be located at:

222 U.S. Highway One, Suite 1  
Tequesta, Florida 33469

and the mailing address of the corporation shall be:

222 U.S. Highway One, Suite 1  
Tequesta, Florida 33469

3. The corporation shall begin its existence upon the filing of these Articles of Incorporation by the Secretary of the State of Florida and shall have perpetual existence thereafter.

4. The corporation shall be authorized to engage in any business or activity permitted under the laws of the State of Florida and of the United States.

5. The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of no par value common stock. There shall be two (2) classes of common stock authorized, 500 shares of Class A Common Stock with full voting rights, and 500 shares of Class B Common Stock with no voting rights.

6. Pursuant to Section 48.091, Florida Statutes, the following named person is designated as Registered Agent for this corporation to accept service of process within the State of Florida:

Robert Frick  
222 U.S. Highway One, Suite 1  
Tequesta, Florida 33469

7. The name and address of the incorporator of this corporation is:

Robert Frick  
222 U.S. Highway One, Suite 1  
Tequesta, Florida 33469

Said incorporator is over the age of eighteen (18) years; is *sui juris*; and a citizen of the United States.

8. Three (3) directors shall constitute the initial Board of Directors of the corporation, but the by-laws may provide for such increase or decrease in number thereof as authorized by law.

9. The names and addresses of the members of the first Board of Directors are:

Andromeda Atkins  
222 U.S. Highway One, Suite 1  
Tequesta, Florida 33469

Robert Frick  
222 U.S. Highway One, Suite 1  
Tequesta, Florida 33469

Frank Bonanno  
222 U.S. Highway One, Suite 1  
Tequesta, Florida 33469

10. The shareholders of the corporation shall have full preemptive rights.

11. Nothing in these Articles of Incorporation shall be taken to limit the power of this

corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of  
Incorporation this 16<sup>th</sup> day of JUNE, 2000.

  
Incorporator

STATE OF FLORIDA

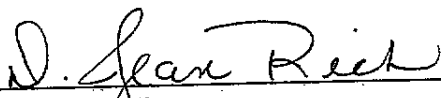
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared ROBERT FRICK, who is  
to me well known and known to me to be the person described in and who subscribed the above  
and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me  
according to law that he made and subscribed the same for the uses and purposes set forth  
therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above  
named County and State this 16<sup>th</sup> day of JUNE, 2000.



D. Jean Rich  
MY COMMISSION # CC692698 EXPIRES  
October 29, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public  
Printed Name: D. JEAN RICH  
My Commission Expires:

### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I agree, as Registered Agent for MOVIE PAL MAGAZINE, INC., to accept Service of  
Process; to keep the office open during prescribed hours; to post my name in some conspicuous  
place in the office as required by law.

  
Registered Agent

**FILED**  
00 JUN 19 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer duly authorized to take acknowledgments and administer oaths, this day personally appeared ROBERT FRICK, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above named County and State this 16<sup>th</sup> day of JUNE, 2000.

D. Jean Rich  
Notary Public  
Printed Name: D. JEAN RICH  
My Commission Expires:

[NOTARIAL SEAL OR STAMP]



D. Jean Rich  
MY COMMISSION # CC692698 EXPIRES  
October 29, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.