



ATTORNEYS AT LAW
THE ANDERSEN FIRM

A PROFESSIONAL CORPORATION

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00 AUG 15 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MILE MARKER 0 OF U.S. 1
501 WHITEHEAD STREET
KEY WEST, FL 33040-6585

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REPLY TO: KEY WEST OFFICE

August 14, 2000

VIA FEDEX #8169 6092 4415

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

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-08/15/00--01075--003
*****87.50 *****87.50

Re: CELEBRATE PUBLISHING, INC.

Dear Sir or Madam:

Please find enclosed two (2) duplicate original Articles of Incorporation for the above referenced corporation, and a check in the amount of \$87.50, representing the following:

Filing fee	35.00
Designation of Registered Agent	35.00
Certificate of Status	8.75
Certified Copy	<u>8.75</u>

Total.....\$87.50

Please file one set of originals and return one certified copy along with the certificate of status to the undersigned in the enclosed stamped and self-addressed envelope.

Sincerely,

THE ANDERSEN FIRM
A PROFESSIONAL CORPORATION


Kenneth Biskner

Enclosures

8/22/00

**ARTICLES OF INCORPORATION
OF
CELEBRATE PUBLISHING, INC.**

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00 AUG 15 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Celebrate Publishing, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The street and mailing address of the initial principle place of business of this corporation shall be:

1075 Duval Street
Duval Square, Suite 19
Key West, FL 33040

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation, and the name of the registered agent at that office, are as follows:

The Andersen Firm, A Professional Corporation
501 Whitehead Street
Key West, FL 33040

ARTICLE VI - INCORPORATOR

The name and street address of the sole incorporator of this corporation is:

Kenneth J. Biskner, Jr.
501 Whitehead Street
Key West, FL 33040

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two (2) members. The name and address of the persons who will serve on the initial board of directors is:

Name	Address
Rudy G. Marn	910 Watson Street, Key West, FL 33040
Gregory Allen Herbert	910 Watson Street, Key West, FL 33040

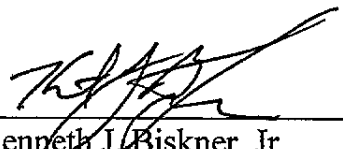
ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of the corporation.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the stockholders or at any special meeting of the stockholders called for that expressed purpose.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this __ day of August, 2000.

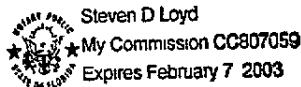



Kenneth J. Biskner, Jr.
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MONROE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Kenneth J. Biskner, Jr., known to me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of August, 2000.





Notary Public, State of
Florida at Large

My Commission expires: 2/7/2003

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

FILED

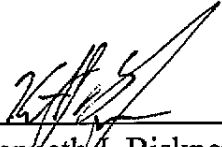
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

1. The name of the corporation is Celebrate Publishing, Inc.
2. The name and address of the registered agent and office is:

The Andersen Firm, A Professional Corporation
501 Whitehead Street
Key West, FL 33040



Kenneth J. Biskner, Jr.
Incorporator of Celebrate Publishing, Inc.

Date: August 14, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



William E. Andersen, President
THE ANDERSEN FIRM, A PROFESSIONAL CORPORATION

Registered Agent, Celebrate Publishing, Inc.

Date: August 14, 2000