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TRANSMITTAL LETTER

Department of State

-01/22/01--01134--011 ****122.50 *****78.75

Division of Corporations P.O. BOX 6327 Tallahassee, FL 32314 PLANET MAGAZINE CORP. SUBJECT: ______ (Proposed corporate name) Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$_____ PLANET MAGAZINE CORP. FROM: Name (printed or typed) 10925 NW 47TH LANE Address MIAMI, FL. 33178 City, State & Zip Code (954) 430-7335

Note: Please provide the original and one copy of the Articles.

Telephone Number

John

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

O1 JAN 22 AM IO: 5:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLANET MAGAZINE CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10925 NW 47TH LANE MIAMI, FL, 33178

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares @ \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

FRANCESCO BAFFONE JR. 10925 NW 47TH LANE MIAMI, FL, 33178

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

FRANCESCO BAFFONE SR. 10925 NW 47TH LANE MIAMI, FL. 33178 President / Secretary

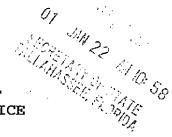
FRANCESCO BAFFONE JR 10925 NW 47TH LANE MIAMI, FL. 33178

Vice-president

The undersigned incorporator(s) has (have) executed these Arti of Incorporation this day of	cles		
Timercens Before Signature			
~			

Signature

Signature



JANUARY 8, 2001

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED 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	PLANET MAGAZINE CORP.
		10925 NW 47TH LANE MIAMI, FLORIDA 33178
2.	The name and address of the	registered agent and office is:
		FRANCESCO BAFFONE JR.
		(Name)
		10925 NW 47TH LANE
	(P.0	O. Box or Mail Drop NOT acceptable)
		MIAMI, FL. 33178
		(City/State/Zip)
prothi thi age: wit: com	cess for the above stated corposts certificate, I hereby accept that and agree to act in this cath the provisions of all state	agent and to accept service of cration at the place designated in pt the appointment as registered pacity. I further agree to comply tutes relating to the proper and and I am familiar with and accept s registered agent.

DIVISION OF CORPORATIONS, P.O.BOX 6327, TALLAHASSEE, FL 23214