CCRS 103 N. MERIDIAN STREET, LOWER LEVEL TAELAHASSEE, FL 32301 222-1173



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| CONTACT: | CINDY HICKS | |
| DATE: | 2-28-01 | |
| REF. #: | 0242.14450 | |
| CORP. NAME: | ULTRA MAGAZINE C | PONSORTIUM, INC. |
| | () TRADEMARK/SERVICE MARK ATION () LIMITED PARTNERSHIP () MERGER | () LIMITED LIABILISEE FLORIDA () WITHDRAWAL FLORIDA () UCC-3 ON \$ 70.00 OR \$ 70.00 OR \$ 70.00 |
| | COST L | IMIT: \$ |
| PLEASE RETUR | en: | 3000037891535 -02/28/0101039002 ******70.00 ******70.00 |
| | () CERTIFICATE OF GOOD STANDING | PLAIN STAMPED COPY |
| Examiner's Initials | STATUS | May 2, such |



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 28, 2001

CCRS

PLEASE GIVE ORIGINAL SUBMISSION

SUBJECT: ULTRA MAGAZINE CONSORTIUM, INC.

Ref. Number: W01000004605

We have received your document for ULTRA MAGAZINE CONSORTIUM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith Document Specialist

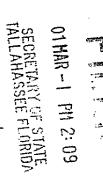
Letter Number: 501A00012545

PLEASE GIVE ORIGINAL SUBMISSION

ARTICLES OF INCORPORATION

OF

ULTRA MAGAZINE CONSORTIUM, INC.



Article I - Name

The name of this corporation is:

ULTRA MAGAZINE CONSORTIUM, INC.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue Five Thousand (5,000) shares of One (\$1.00) Dollar par value common stock.

<u>Article V - Preemptive Rights</u>

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, 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 VI - Initial Registered Office and Agent

The street address of the initial principal office and the initial registered office of this corporation is 1401 E.Broward Blvd, Ft.Lauderdale, FL and the name of the initial registered agent of this corporation at that address is J. PATRICK DYAL.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

RICHARD W. STEVENS

Director/President

2155 North State Road 7 Margate, Florida 33063-5713

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation are:

J. PATRICK DYAL

300 Victoria Park Centre 1401 East Broward Boulevard Fort Lauderdale, Florida 33301

Article IX - Indemnification

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

J. PATRICK DYAL, Subscriber

STATE OF FLORIDA

SS.:

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **J. PATRICK DYAL**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this Z7th day of February, A.D. 2001.

| 9 | ALLEY POST | PATRICIA CAVANAUGH |
|---|------------|--|
| ì | A | MY COMMISSION # CC 674357 |
| Ĭ | | EXPIRES: November 26, 2001 |
| 1 | of Tolk | Bonded Thru Notary Public Underwriters |

NOTARY PUBLIC
Print Name
Commission No.
Commission Expires

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT ULTRA MAGAZINE CONSORTIUM, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2155 NORTH STATE ROAD 7, MARGATE, FLORIDA 33063-5713, HAS NAMED J. PATRICK DYAL, LOCATED AT ROGERS MORRIS & ZIEGLER, 1401 EAST BROWARD BOULEVARD, SUITE 300, FORT LAUDERDALE, FLORIDA 33301, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

J. PATRICK DYAL

DATED: Selman 27, 2001