DO/00036336 TRANSMITTAL LETTER

19

01 APR -5 PM 2:53

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

-04/05/01-01067-00/ ******/0.00 ******/0.00

| SUBJECT: | AMERICAN | MAGAZINE | 0F | ST. | PETERSBURG, | INC. |
|----------|----------|----------|----|-----|-----------------------|------|
| | | | | | iame - must include s | |

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

| \$70.00 | □ \$78.75 |
|------------|------------------|
| Filing Fee | Filing Fee |
| | & Certificate |

□\$122.50 □\$131.25
Filing Fee Filing Fee,
& Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

| FROM: | John K. Baudine | |
|-------------|--------------------------|-------|
| | Name (Printed or typed) | |
| | 10670 43rd St. N. | |
| | Address | |
| | St. Petersburg, FL 33762 | |
| | City, State & Zip | ***** |
| · | (727) 522-7893 _ | |
| | Daytime Telephone number | |

ARTICLES OF INCORPORATION

01 APR -5 PM 2:53

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:

AMERICAN MAGAZINE OF ST. PETERSBURG, INC. .

ARTICLE II PRINCIPAL OFFICE

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

AMERICAN MAGAZINE OF ST. PETERSBURG, INC. 10670 43rd St. N.

Clearwater, FL 33762

ARTICLE III SHARES

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

One Thousand Shares of Common Stock With A Par Value of One Dollar

Per Share

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and address of the initial registered agent is:

John K. Baudine

10670 43rd St. N.

St. Petersburg, FL 3376

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

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

John K. Baudine

10670 43rd St. N.

St. Petersburg, FL 33762

| The undersigned incorpo | rator(s) has(have) executed these Articles of Incorporation this |
|----------------------------|--|
| 28th day of Marc | <u>2001</u> . |
| (An additional article mus | t be added if an effective date is requested.) |
| _Qx | IN X. Bandine |
| | Signature |
| | Signature |
| <u> </u> | Signature |

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

01 APR-5 PM 2:53

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 is_ | AMERICAN | MAGAZINE | 0F | ST. | PETERSBURG, | INC. |
|-----------------|---|-----------------|---------------|------|----------|-------------|---------------------------------------|
| | | | , | | | | |
| | - | · | | - | | | · · · · · · · · · · · · · · · · · · · |
| 2. | The name and address of the reg | istered agent a | nd office is: | | | | |
| John K. Baudine | | | | | | | ì |
| (NAME) | | | | | | | |
| | 1067 | 0 43rd St | . N. | | | | |
| | (P. O. Box or Mail Drop Box NOT ACCEPTABLE) | | | | | | |
| | - St. | Petersbur | g, FL 3 | 3762 | : | | |
| | (CITY/STATE/ZIP) | | | | | | |

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.

Junt-Baudin 3/27/01 (SIGNATURE) (DATE)