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OF COUNSEL:  
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July 30, 2001

**VIA OVERNIGHT DELIVERY**

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

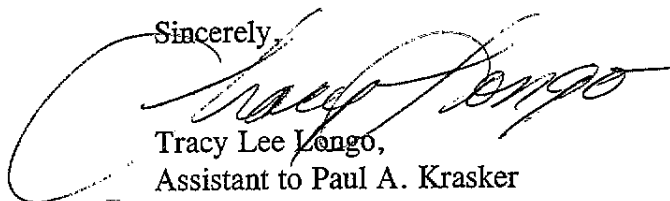
Re: Incorporation

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Closer Magazine, Inc. along with a check in the amount of \$70.00 to cover your costs associated with filing the same. Please file the enclosed tomorrow, July 31, 2001 and forward a date stamped copy of the articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,

  
Tracy Lee Longo,  
Assistant to Paul A. Krasker

/tll  
Enclosures

FILED  
01 JUL 31 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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-07/31/01--01049--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**ARTICLES OF INCORPORATION  
OF  
CLOSER MAGAZINE, INC.**

**FILED**  
01 JUL 31 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I  
Name of Corporation**

The name of this Corporation shall be CLOSER MAGAZINE, INC. (the "Corporation").

**ARTICLE II  
Mailing Address and Principal Place of Business**

The mailing address and principal place of business of the Corporation is 518 Clematis Street, West Palm Beach, Florida 33401.

**ARTICLE III  
Purpose**

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

##### Preemptive Rights

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 the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker, Esquire.

#### ARTICLE VIII

##### Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors maybe increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are as follows:

Rodney Mayo

518 Clematis Street  
West Palm Beach, Florida 33401

ARTICLE IX  
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

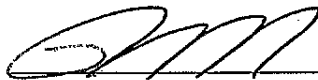
ARTICLE X  
Indemnification

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

ARTICLE XI  
Incorporator

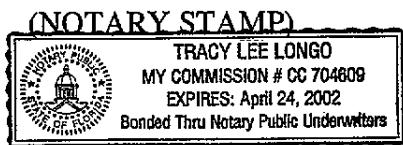
The name and address of the person signing these Articles are as follows: Rodney Mayo, 518 Clematis Street, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of July, 2001.

  
Rodney Mayo

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 2001, by Rodney Mayo, as Incorporator of CLOSER MAGAZINE, INC., on behalf of the Corporation, and he is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.



Tracy Lee Longo  
Notary Name  
Notary Public  
Serial (Commission) Number  
(if any) \_\_\_\_\_

I hereby accept appointment as Registered Agent of CLOSER MAGAZINE, INC. as provide in Article VII, hereof.

Paul A. Krasker  
Paul A. Krasker  
Registered Agent