

P01000108349

K RAUS
&
A SSOCIATES

1072 Goodlette Road North
Naples, Florida 34102
(941) 261-7716
Fax (941) 261-6747
KrausLawNaples@aol.com

Attorneys at Law

Cheryl R. Kraus
Certified Circuit Court Mediator
Also Admitted in Michigan
Glenn J. Ballenger, Of Counsel
Also Admitted in Maryland,
Virginia and the District of Columbia

November 7, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Beth Register

Re: Urban Publications, Inc.

700004674087--7
-11/09/01--01003--023
****128.75 ****128.75

Dear Ms. Register:

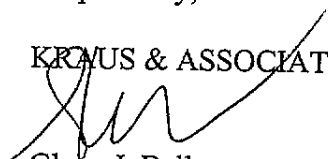
Enclosed are articles of incorporation and a certificate of domestication for the referenced Rhode Island corporation. For your information, this corporation is currently registered with the Department of State as a Rhode Island corporation qualified to do business in Florida.

I have also enclosed a check for \$128.75 to cover the cost of the Articles of Incorporation filing and the certificate of Domestication.

If you have any questions, please do not hesitate to contact me.

Respectfully,

KRAUS & ASSOCIATES



Glenn J. Ballenger
Attorney at Law

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV -9 PM 2:39

cc: Barney Prignano

F. CLERK NOV 9 2001

CERTIFICATE OF DOMESTICATION

The undersigned, Urbano Prignano President
(Name) (Title)

of Urban Publications, Inc.
(Corporation Name) a foreign Corporation

in accordance with F.S., 607.1801 does hereby certify:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV -9 PM 2:39

1. The date on which corporation was first formed was February 3, 1978
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Rhode Island
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Urban Publications, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Urban Publications, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Florida
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of Urban Publications, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 31st day of October, 2001

Urbano Prignano
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION OF

URBAN PUBLICATIONS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is:

URBAN PUBLICATIONS, INC.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:

255 Barefoot Beach Boulevard, Suite 502
Bonita Beach, Florida 34133

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

To acquire by purchase, lease or otherwise, and to own, operate and maintain a business for the purpose of writing, printing, publishing, and sale of literature of all kinds and types, whether wholesale or retail, whether by means of one or more facilities and the buying and selling of such merchandise as may be necessary for carrying on the business of the corporation both intra and interstate, to do all of the foregoing and any and all activities necessary or desirable in connection with any of the foregoing, or in any way ancillary or related thereto and including any other lawful purposes for which a corporation may be formed under the General laws of the state of Florida.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 NOV -9 PM 2:39

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares, which the corporation is authorized to issue, is 600. Such shares shall be of a single class, and shall have no par value.

ARTICLE SIX
PREEMPTIVE RIGHTS

In the event of the increase in the authorized common stock of the corporation, the holders of the common stock of the corporation, at the time outstanding, shall have the exclusive right to subscribe in proportion to their holdings for the common stock so to be issued.

ARTICLE SEVEN
REGISTERED AGENT

The street address and the name of its initial registered agent is:

URBANO PRIGNANO
255 Barefoot Beach Boulevard, Suite 502
Bonita Beach, Florida 34133

ARTICLE EIGHT
DIRECTORS

The number of directors constituting the corporation's initial board of directors is two.

The names and addresses of the initial directors are:

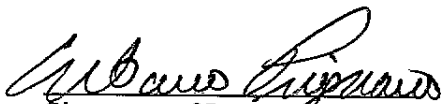
URBANO PRIGNANO
ANNE PRIGNANO
255 Barefoot Beach Boulevard, Suite 502
Bonita Beach, Florida 34133

ARTICLE NINE
INCORPORATORS

The name and address of the incorporator is:

URBANO PRIGNANO

255 Barefoot Beach Boulevard, Suite 502
Bonita Beach, Florida 34133


Signature of Incorporator

10/21/01
Date

Resident Agent Acceptance

Having been named as resident agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept 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.


Signature of Registered Agent

10/31/01
Date

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV -9 PM 2:39