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**LAZARUS CORPORATE FILING SERVICE**

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

*PO200003299*

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TAKE ONE PUBLISHING, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in  Pick up time 2:00  Certified Copy
- Mail out  Will wait  Photocopy  Certificate of Status

RECEIVED  
02 JAN 10 AM 10:48  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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02 JAN 10 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
TAKE ONE PUBLISHING, INC.

**Article I - Name and Address**

Name, Address and principal place of business of this corporation is:

Take One Publishing, Inc.  
14827 S.W. 175th Street  
Miami, Florida 33187

**Article II - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carry out any such business within and without the United States.

**Article III - Capital Stock**

This corporation is authorized to issue 1,000 shares of common stock, par value \$0.01 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The valuation of such property or services shall be fixed by the Board of Directors. All Common Stock, when issued, shall be fully paid and exempt from assessment.

**Article IV - Initial Registered Office and Agent**

The office address of the initial registered office of this corporation is:

14827 S.W. 175<sup>th</sup> Street  
Miami, Florida 33187

and the name of the initial registered agent of this corporation at such address is Dak S. Lucio

**Article V - Incorporator**

The name and address of the initial incorporator of this corporation is:

Dak S. Lucio  
14827 S.W. 175<sup>th</sup> Street  
Miami, Florida 33187

The undersigned incorporator has executed these Articles of Incorporation on this 8<sup>th</sup> day of January, 2002

  
INCORPORATOR'S SIGNATURE

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**Article VI - Board of Directors**

The number of directors may either increased of decreased from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors are:

Dak S. Lucio  
14827 S.W. 175<sup>th</sup> Street  
Miami, Florida 33187

Vivian Lucio  
14827 S.W. 175<sup>th</sup> Street  
Miami, Florida 33187

**Article VII - Officers**

The names of the initial officers of this corporation, who shall hold such office until their successor for such office shall have been duly elected and qualified, are:

President  
Vice President  
Secretary/Treasurer

Dak S. Lucio  
Vivian Lucio  
Richard Roca

**Article VIII - Indemnification**

**Section 1 - Right of Indemnification.**

The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as a director of officer, agent, employee, or representative, or arising out of his or her status as a director, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

**Section 2 - Advances.**

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advance is it is untimely determined that the person is not entitles to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

**Section 3 - Savings Clause.**

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in Section 1 of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE**

Having been named to accept service of process for TAKE ONE PUBLISHING, INC. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
REGISTERED AGENT'S SIGNATURE

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