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Division of Corporations

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Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

FLORIDA PROFIT CORPORATION OR P.A.

SPECIAL COMICS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SPECIAL COMICS, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **SPECIAL COMICS, INC.**, and the initial address of this corporation shall be 5026 NW 95th Drive, Coral Springs, Florida 33076

ARTICLE II

This corporation is organized for the purpose of conducting all business legal under the laws of the State of Florida and the United States, including, but not limited to, the publication and distribution of literary and artistic works.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

Ira Scot Silverstein, Esq.
9793 West Sample Road
Coral Springs, Florida 33065
(954) 510-1510
FBN: 0009636

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ARTICLE V

The initial registered office of this corporation shall be at 9793 West Sample Road, Coral Springs, Florida 33065, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ira Scot Silverstein, Esquire.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Shawn Depasquale - Director
9775 NW 48th Drive
Coral Springs, Florida 33076

David Kushner - Director
2133 NW 108th Avenue
Coral Springs, Florida 33071

Zack Kushner - Director
2133 NW 108th Avenue
Coral Springs, Florida 33071

ARTICLE VIII

The name and address of the Incorporator is Ira Scot Silverstein, Esquire, 9793 West Sample Road, Coral Springs, Florida 33065.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this

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corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 22 day of Jan, 2002.



Ira Scot Silverstein
Incorporator

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

In compliance with the laws of Florida, the following is submitted:

First, that Special Comics, Inc., desiring to organize under the laws of the State of Florida,
has named Ira Scot Silverstein, Esquire, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place
designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the registered office open, and I accept
the obligations of Section 607.0501, Florida Statutes.



IRA SCOT SILVERSTEIN, ESQUIRE
Registered Agent

DATED: this 12 day of Jan, 2002.

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TALLAHASSEE, FLORIDA

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