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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

PUBLISHERS' DIRECT, INC.

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**ARTICLES OF INCORPORATION
OF
PUBLISHERS' DIRECT, INC.**

ARTICLE I - NAME

The name of this corporation is PUBLISHERS' DIRECT, INC.

ARTICLE II - PRINCIPAL ADDRESS

27 S.E. 24th Avenue, Suite 8, Pompano Beach, Florida 33062

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the primary purpose of acting as a magazine sales company.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8751 W. Broward Blvd., Suite 106, Plantation, Florida 33324 and the name and address of the initial registered agent is ANDREW G. ROSENBERG, 8751 W. Broward Blvd., Suite 106, Plantation, Florida 33324.

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Prepared by:
Andrew G. Rosenberg, Esq.
Florida Bar #0012904
8751 W. Broward Blvd., Suite 106
Plantation, Florida 33324

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director is:

Robert J. Orr, 27 S.E. 24th Avenue, Suite 8, Pompano Beach, Florida

ARTICLE VIII - INCORPORATOR

The name and address of the people signing these articles are:

Andrew G. Rosenberg
8751 W. Broward Blvd., Suite 106
Plantation, Florida 33324

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

Anything to be contrary contained in these articles of incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the board of directors.

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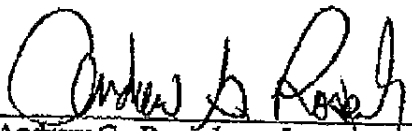
ARTICLE XII - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these articles of incorporation this 14th day of February, 2002.



Andrew G. Rosenberg, Incorporator

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

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT PUBLISHERS' DIRECT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF POMPANO BEACH, COUNTY OF BROWARD, STATE OF FLORIDA HAS NAMED ANDREW G. ROSENBERG (REGISTERED AGENT) LOCATED AT 8751 W. BROWARD BLVD., SUITE 106, PLANTATION, FLORIDA 33324, COUNTY OF BROWARD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Andrew G. Rosenberg

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE:

Andrew G. Rosenberg

DATE:

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