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02 MAY 28 AM 11:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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AUTHORIZATION : *Patricia Pizeto*
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ORDER DATE : May 28, 2002
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CUSTOMER NO: 11654A

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CUSTOMER: Ms. Maria Acosta
Holtzman Equels & Furia
Attorneys At Law
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC FILING

NAME: NEW MIAMI MAGAZINE, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

02 MAY 28 AM 10:35

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**ARTICLES OF INCORPORATION
OF
NEW MIAMI MAGAZINE, INC.**

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The undersigned, desiring to form a corporation pursuant to the laws of the State of Florida, hereby makes and files with the Department of State these Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is NEW MIAMI MAGAZINE, INC. ("Corporation").

ARTICLE II

Address

The mailing address of the Corporation is:

6601 S.W. 118 Street
Miami, Florida 33156

ARTICLE III

Commencement of Existence

The existence of the Corporation will commence upon the filing of these Articles with the Office of the Secretary of State of Florida.

ARTICLE IV

Purpose

The purpose for which this Corporation is formed is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE V

Powers

This Corporation shall have the power to carry out any and all of its purposes, and said powers shall include, but not be limited to, the powers granted under the laws of the State of Florida.

ARTICLE VI

Capital Stock

This Corporation shall have authority to issue 1,000 shares of Common Stock having a par value of \$.01 per share.

ARTICLE VII
Principal Office

The address of the principal office and the mailing address of the Corporation are 6601 S.W. 118 Street, Miami, Florida 33156

ARTICLE VIII
Initial Registered Agent

The street address of the Corporation's initial registered office is 2601 South Bayshore Drive, Suite 600, Miami, in the County of Miami-Dade, State of Florida 33133, and the name of its initial registered agent ("Registered Agent") at such office is HEF Registered Agent Corp.

ARTICLE IV
Initial Board of Directors

Initially, the Corporation shall have two (2) directors ("Directors"). The number of Directors may be increased or decreased from time to time, as provided by the bylaws of the Corporation ("Bylaws"), but shall never be less than one. The names and street addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
Richard W. Tobin, Jr.	6601 S.W. 118 Street Miami, Florida 33156
Karen H. Tobin	6601 S.W. 118 Street Miami, Florida 33156

ARTICLE X
Incorporator

The name of the incorporator ("Incorporator") is Arthur J. Furia, and address of the Incorporator is 2601 South Bayshore Drive, Suite 600, in the City of Miami in Miami-Dade County, State of Florida, 33133.

ARTICLE XI
Indemnification

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the Corporation (whether or not he/she is a Director or Officer of the Corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.


ARTICLE XII
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders of the Corporation ("Shareholders").

ARTICLE XIII
Amendments

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 24 day of May, 2002.



Arthur J. Furia, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of NEW MIAMI MAGAZINE, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0501.

HEF Registered Agent Corp.

By: Arthur J. Furia
Arthur J. Furia, Vice President

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