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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUN 30 AM 10:26

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7-8-03
28

STEVEN WARM*
JENNIFER HIXSON
Member of FL AND NJ BAR

LAW OFFICES
OF
WARM & HIXSON
BOCA CORPORATE CENTER
2101 NW CORPORATE BOULEVARD
SUITE 215
BOCA RATON, FL 33431

TELEPHONE: (561) 995-7877
TELEFAX: (561) 995-7876
E-mail: itswarm@fdn.com

June 23, 2003

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314


In Re: Happenings Magazine, Inc.

Dear Sir/Madam:

Enclosed is an original and copy of the Articles of Incorporation for the above named corporation. Please file the original in your offices, certify and return to us a certified copy of same.

We are enclosing our check in the amount of \$78.75 for filing fees.

Sincerely,


Evan Zahn for
STEVEN WARM, ESQUIRE

Enclosure

**ARTICLES OF INCORPORATION
OF
HAPPENINGS MAGAZINE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
NAME OF CORPORATION
The name of the corporation is
HAPPENINGS MAGAZINE, INC.**

**ARTICLE TWO
DURATION**
This corporation shall have perpetual existence commencing on the effective date of these Articles which shall be the date of execution hereof as provided below.

**ARTICLE THREE
PURPOSE**
This corporation is organized for transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as same now exists or as it may hereafter be amended.

**ARTICLE FOUR
CAPITAL STOCK**
This corporation is authorized to issue 1000 shares of (\$0.01) par value common stock which shall be designated as "Common Shares".

**ARTICLE FIVE
PREEMPTIVE RIGHT**
Every shareholder, upon sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

**ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT**
The street address of the initial registered office of this corporation is Boca Corporate Center, 2101 Corporate Boulevard, Suite 215, Boca Raton, Florida 33431 and the initial registered agent of this corporation at that address is STEVEN WARM, ESQUIRE. The corporation's principal business address shall be 4000 Towerside Terrace #2410, Miami, Florida 33138.

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are as follows:

BERNARD SEEMAN

**ARTICLE EIGHT
INCORPORATORS**

The name and address of the Incorporator signing these articles is :

**Steven Warm, Esquire
Boca Corporate Center
2101 Corporate Blvd., Suite #215
Boca Raton, Florida 33431**

The Incorporator, **Steven Warm, Esquire**, is an attorney at law and has formed the corporation on behalf of the real party or parties in interest. Upon payment of his fees and indemnification for any acts taken other than by him in connection with the corporation, said Incorporator shall transfer to the real party or parties in interest or their nominees all rights in and to the corporation.

**ARTICLE NINE
INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

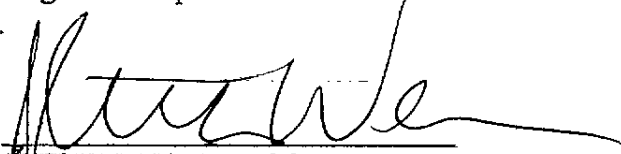
**ARTICLE TEN
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

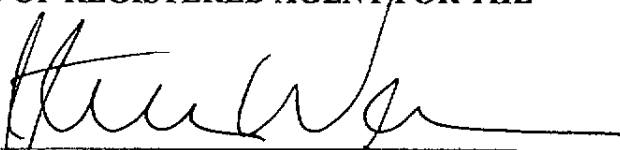
**ARTICLE ELEVEN
EFFECTIVE DATE**

It is intended that these Articles shall be submitted for recording forthwith and, pursuant to law, shall be deemed effective as of the date of execution hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 24TH day of June, 2003.


STEVEN WARM, ESQUIRE
Incorporator

I HEREBY ACKNOWLEDGE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT FOR THE WITHIN CORPORATION.


STEVEN WARM, REGISTERED AGENT

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TALLAHASSEE, FLORIDA