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Division of Corporations

FAX NO.

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

From:
Account Name : MCGUIRE WOODS LLP
Account Number : 071075000166
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Fax Number : (904) 798-3207

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Beautiful Girl Magazine, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
BEAUTIFUL GIRL MAGAZINE, INC.**

ARTICLE I.

CORPORATE NAME

The name of this corporation is BEAUTIFUL GIRL MAGAZINE, INC.

ARTICLE II.

INITIAL PRINCIPAL OFFICE

The street address and the mailing address of the initial principal office of this corporation is
10920 Baymeadows Road, Suite 27-226, Jacksonville, FL 32256.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

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ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is RAX CO., a Florida corporation. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

RAX CO., a Florida corporation
50 North Laura Street, Suite 3300
Jacksonville, Florida 32202

ARTICLE VII.

AMENDMENTS AND BYLAWS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

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IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the Incorporator,
has hereunto set his hand this 17th day of August, 2003.

RAX CO., a Florida corporation
Incorporator

By: 
Halcyon E. Skinner, President

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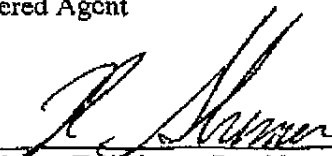
**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BEAUTIFUL GIRL MAGAZINE, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, RAX CO., a Florida corporation., located at 50 North Laura Street, Suite 3300, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon BEAUTIFUL GIRL MAGAZINE, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 17th day of August, 2003.

RAX CO., a Florida Corporation
Registered Agent

By


Halcyon E. Skinner, President

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