

OCT-01-2003 WED 03:08 PM FLEET, SPENCER ET AL

FAX NO. 18508515008

P. 01

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

From:  
Account Name : H. BART FLEET  
Account Number : I20020000170  
Phone : (850)651-4006  
Fax Number : (850)651-5006

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03 OCT -1 11:19:18

**FLORIDA PROFIT CORPORATION OR P.A.  
MILLS & KILLIAN, INC.  
M & K, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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FAX NO. 18506515006

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ARTICLES OF INCORPORATION  
OF  
MILLS & KILLIAN, INC.

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03 OCT -1 AM 13 18  
TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is Mills & Killian, Inc., and its principal office and mailing address 3210 Bay Estates Circle, Destin, Florida 32541.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to maintain and operate a magazine publication business and such other lawful business.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

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#### ARTICLE FOUR

##### TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the day of filing.

#### ARTICLE FIVE

##### REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 1104 Eglin Parkway, Shalimar, Florida 32579.

The registered agent is H. BART FLEET.

#### ARTICLE SIX

##### BOARD OF DIRECTORS

This Corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial Board of Directors and Officers of the corporation are as follows:

Jane J. Mills

President/Director

Karolyn W. Killian

Secretary/Treasurer/Director

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his/her/their successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

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#### ARTICLE SEVEN

#### INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE EIGHT

#### REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

#### ARTICLE NINE

#### SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

#### ARTICLE TEN

#### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of

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the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN

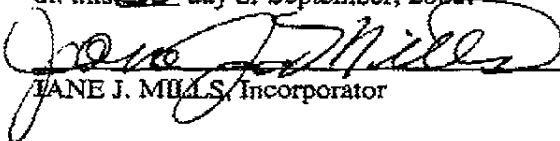
INCORPORATOR

The name and address of the incorporator is :

Jane J. Mills  
3210 Bay Estates Circle  
Destin, FL 32541

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles

on this 30 day of September, 2003.

  
JANE J. MILLS, Incorporator

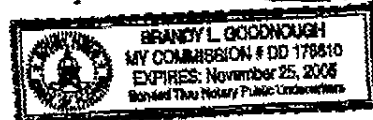
ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared JANE J. MILLS, Incorporator, for the purpose of lawfully executing these Articles of Incorporation on this 30<sup>th</sup> day of September, 2003, who is personally known to me.

  
Notary Public

My Commission Expires: 25 NOV 05



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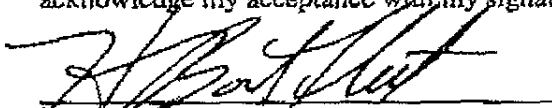
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ACCEPTANCE BY THE REGISTERED AGENT

I, H. BART FLEET, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 30 day of September, 2003.

  
H. BART FLEET, Registered Agent

FILED  
03 OCT - 1 AM 13 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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