

**Electronic Articles of Incorporation
For**

P04000157734
FILED
November 18, 2004
Sec. Of State
bmcknight

COVER GIRL MAGAZINE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

COVER GIRL MAGAZINE, INC.

Article II

The principal place of business address:

POST OFFICE BOX 825451
SOUTH FLORIDA, FL. US 33082

The mailing address of the corporation is:

POST OFFICE BOX 825451
SOUTH FLORIDA, FL. US 33082

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

S J RATCLIFF
1660 N.W. 143 TERRACE
PEMBROKE PINES, FL. 33028

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: S. J. RATCLIFF

Article VI

The name and address of the incorporator is:

S. J. RATCLIFF
POST OFFICE BOX 825451
SOUTH FLORIDA, FL 33082-5451

Incorporator Signature: S. J. RATCLIFF

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
S J RATCLIFF
1660 N.W. 143 TERRACE
PEMBROKE PINES, FL. 33028 US

Title: DIR
S J RATCLIFF
1660 N.W. 143 TERRACE
PEMBROKE PINES, FL. 33028 US

Title: TREA
S J RATCLIFF
1660 N.W. 143 TERRACE
PEMBROKE PINES, FL. 33028 US