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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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FROM: EMPIRE CORPORATE KIT COMPANY  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MAX MAGAZINE USA, INC.

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TO

FEB-01-1995 16:36 FROM EMPIRE

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ARTICLES OF INCORPORATION  
OF  
MAX MAGAZINE USA, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, acting as incorporator of MAX MAGAZINE USA, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

MAX MAGAZINE USA, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the business of FILM & PHOTO PRODUCTION and in all businesses incidental thereto, and may also engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

Rolando E. Leiva, CPA page 1  
14900 SW 43rd St.  
Miami, FL 33185  
(305) 663-1511

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 325 EAST SAN MARINO DRIVE  
MIAMI BEACH, FL 33139  
and the name of the corporation's initial registered agent at that address is ANDRE FLESSSEL.

ARTICLE V.a. PHYSICAL LOCATION OF BUSINESS

325 EAST SAN MARINO DRIVE  
MIAMI BEACH, FL 33139

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be changed from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

NAME	Title	Address
ANDRE FLESSSEL	PRES.	325 EAST SAN MARINO DRIVE MIAMI BEACH, FL 33139

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

NAME	Address
ANDRE FLESSSEL	325 EAST SAN MARINO DRIVE MIAMI BEACH, FL 33139

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaws is not subject to amendment or repeal by the directors.

ARTICLE IX SEC. 1244 STOCK

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

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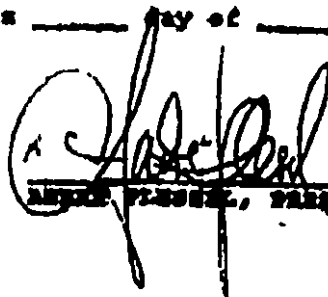
ARTICLE IX SEC. 1244 STOCK

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ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1994.

  
ARTHUR PRESSEL, INCORP.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MAX MAGAZINE USA, INC. in the foregoing Articles of Incorporation, I, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MAX MAGAZINE USA, INC.  
a Florida corporation

  
Andre Kessler  
Registered Agent

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TALLAHASSEE, FLORIDA