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OF
ANTHONY M. LIVOTI, JR., P.A.
ATTORNEYS AND COUNSELORS AT LAW

ANTHONY M. LIVOTI, JR.
MEMBER OF FLORIDA, NEW YORK
& WASHINGTON D.C. BARS

ROBERT P. BISSONNETTE
MEMBER OF FLORIDA BAR

OF COUNSEL

DONALD E. OSWALD
MEMBER OF FLORIDA BAR

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

March 3, 1995

EFFECTIVE DATE

03-02-95

SUITE 200
805 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
(305) 463-3777

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03-02-95-01052-003
***122.50 ***122.50

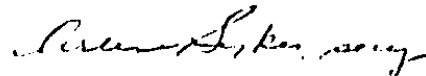
Re: SOUTH FLORIDA BEAT MAGAZINE, INC.

Gentlemen:

Enclosed please find original and duplicate of proposed Articles of Incorporation for SOUTH FLORIDA BEAT MAGAZINE, INC. along with my check in the amount of \$122.50 to cover the cost of filing same.

Once filed, please forward copy to the undersigned.

Very truly yours,



ANTHONY M. LIVOTI, JR.

AML:as
encl.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MARCH 8 1995
TALLAHASSEE, FLORIDA

44
3-8-95

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA BEAT MAGAZINE, INC.

FILED

95 MAR - 3 11 9 14

SECRETARY OF STATE
TALLAHASSEE, FLA.

EFFECTIVE DATE

03-02-95

ARTICLE I

The name of the corporation is SOUTH FLORIDA BEAT MAGAZINE, INC.

ARTICLE II

This corporation shall have perpetual existence, and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III

This corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation is 805 East Broward Boulevard, Suite 200, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is ANTHONY M. LIVOTI, JR., ESQ.

ARTICLE VIII

This corporation shall have one director initially. The number of directors may increase from time to time by the By-Laws, but shall never be less than (1). The name and address of the initial director of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
GILBERT QUIJAS	99 Royal Palm Drive Fort Lauderdale, Florida 33301

ARTICLE IX

The stock of this corporation shall be issued pursuant to a plan under section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. The amount of capital

which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE X


The name of address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
GILBERT QUIJAS	99 Royal Palm Drive Fort Lauderdale, Fla. 33301

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of March, 1995.

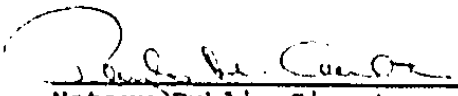


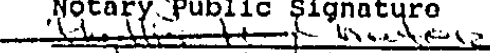
GILBERT QUIJAS
Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared GILBERT QUIJAS known personally to me and known by me to be the person who executed these Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed by official seal, in the State and County aforesaid, this
2nd day of March, 1995.


Notary Public Signature


Notary Public Printed Signature

My commission expires:



Notary Public, State of Florida
My Commission Exp. May 1, 1996
No. CG192065

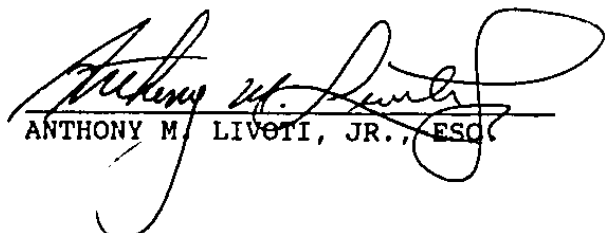
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Florida Statutes, the following is submitted in
compliance with said Act:

FIRST: That GILBERT QUIJAS desiring to organize under the laws of
the State of Florida, with its principal office located at 805 East
Broward Boulevard, Suite 200, Fort Lauderdale, Florida 33301, as
indicated in the Articles of Incorporation, has named ANTHONY M.
LIVOTI, JR., ESQ. located at 805 East Broward Boulevard, Suite 200,
Fort Lauderdale, Florida 33301 as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been made to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping
open said office.


ANTHONY M. LIVOTI, JR., ESQ.