

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1402 W FLAGLER ST
SUITE 200
MIAMI FL 33136-
FL 33418-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

12-11-5-1111

CLASSICAL

ARR-07-1975 09140 FROM EMPIRE,

TO

1904922-0000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morihum
Secretary of State

April 7, 1995

EMPIRE CORPORATE KIT COMPANY
MIAMI, FL

SUBJECT: THE OLIVER PUBLISHING GROUP, INC.
REF: W98000007526

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAK Aud. #: H95000003933
Letter Number: 095A00015906

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

APR-06-1973 14141 FROM EMPIRE

TO

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P.00

Prepared by:

Martin Feigenbaum
1005 E. 2nd St. #2750

Miami, FL 33131

305-372-0946

FIRM 705144

ARTICLES OF INCORPORATION
OF

THE OLIVER PUBLISHING GROUP, INC.

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida.

ARTICLE I-NAME

The name of this corporation is:
THE OLIVER PUBLISHING GROUP, INC.

ARTICLE II-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, and the general nature of the business to be transacted by this corporation shall include, but not be limited, to:

Manufacture, purchase, or otherwise acquire and own, mortgage, pledge, sell, assign, transfer or dispose of, and to invest in, trade in, deal in: literary and creative properties of all types, goods, wares, merchandise, including real and personal property, and to provide services of every class, kind and description;

Conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states of the United States of America, districts, territories, foreign countries and/or colonies;

Contract debts and borrow money, issue and sell or pledge

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same extent as natural person might or could do.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any time is 100 shares of common stock with a par value of \$1.00 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock is being issued pursuant to Section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein by reference and made a part hereof.

ARTICLE IV-TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V-INITIAL PRINCIPAL AND REGISTERED OFFICE, MAILING ADDRESS AND REGISTERED AGENT

The street address of the initial principal and registered office of this corporation is: c/o Martin A. Feigenbaum, Esq., 100 S.E. 2nd Street, Suite 2750, Miami, Florida 33131-2146. The mailing of the corporation address is the same as the street and registered office.

The name of the initial Registered Agent of this corporation is: Martin A. Feigenbaum, Esq.

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

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ARTICLES VI-DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at anytime hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper cause even though not specifically herein provided for.

No contract of other transaction between this corporation and

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bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required;

Purchase the corporate assets of any other corporation and engage in the same of other character of business; acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrips, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, power and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

Carry on in general any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed under its laws, and to do any or all things hereinbefore set forth to the

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any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that: a) any of the directors are monetarily or otherwise interested in the corporation; b) any of the directors individually, or any firm of which any director may be a member, may be a party to, or may be monetarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed, or shall have been known to the Board of Directors, or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken.

Any director of who also is a director or officer of such other corporation, or otherwise interested in it, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of which may authorize any such contract or transaction, and may vote to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII-

INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the initial directors and initial officers of this corporation are:

DIRECTORS:

1. Rudy Gonzalez
218 East 104th Street, New York, NY 10029

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2. Frank Oliver
3930 N.E. 2nd Avenue, Suite 200, Miami, FL 33137
3. Martin A. Feigenbaum
100 N.E. 2nd Street, Suite 2750, Miami, FL 33131

OFFICERS:

1. President - Rudy Gonzales
2. Vice President - Frank Oliver
3. Secretary - Martha Lopez
4. Treasurer - Martin A. Feigenbaum

ARTICLE VIII-INCORPORATOR

The name and street address of the incorporator being subscriber to these Articles of Incorporation is:

Martin A. Feigenbaum, Esq., 100 S.E. 2nd Street
Suite 2750, Miami, FL 33131

ARTICLE IX-PREEMPTIVE RIGHTS

Each stockholder, upon the 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 at the price at which it is offered to others.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED, AND ACCEPTANCE OF APPOINTMENT**

In compliance with Florida Statutes the following is submitted: The Oliver Publishing Group, Inc., has appointed Martin

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A. Feigenbaum, and whose business address is the same as its resident agent to accept service of process within the State of Florida and any and all other duties imposed by Florida law upon the registered agent.

Having been appointed to accept service of process for the above-stated corporation, and any and all other obligations imposed by Florida law upon the registered agent, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with, and accept, the obligations of my position as registered agent.

Signature: Martin A. Feigenbaum
Date: April 6, 1995

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 6th day of April, 1995.

Martin A. Feigenbaum
Martin A. Feigenbaum

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Raissa Ocampo, known to me personally to be the person who executed the foregoing Articles of Incorporation, and she acknowledges before me

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that she executed these Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6th day of April, 1995.


NOTARY PUBLIC, State of
Florida at large

My commission expires:

OFFICIAL NOTARY SEAL
LINDA ALLEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00000000
MY COMMISSION EXP. OCT. 26, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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