

995000049926

ATTORNEY AT LAW

(941) 642-1485 • FACSIMILE (941) 642-1487

MAILING ADDRESS
P.O. BOX 638
MARCO ISLAND, FL 33969

OFFICE
48 TEMPLEWOOD COURT
MARCO ISLAND, FL 33937

June 21, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


SUBJECT: Platinum Media Services, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$122.50. Please return the filed copy of the Articles to this office.

I appreciate your cooperation and attention to this matter. If you have any questions, please do not hesitate to call.

Sincerely,


Patrick H. Neale, Esq.

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PHN/ps

6/20/95
TB

ARTICLES OF INCORPORATION
OF
Platinum Media Services, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1.

The name of the corporation shall be Platinum Media Services, Inc..

ARTICLE 2.

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3.

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 2,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE 4.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE 5.

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE 6.

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to

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SECRET
TALLAHASSEE, FLORIDA

an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 7.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE 8.

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE 9.

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows: Sharon Van Rite, 886 110th Ave., N. Naples, FL.

ARTICLE 10.

The initial registered agent of the corporation is Patrick H. Neale. The street address of the corporation's initial registered office is 48 Templewood Ct., Marco Island, FL 33937.

ARTICLE 11.

The principal place of business and mailing address of this corporation shall be: 886 110th Av. N., Naples, FL

ARTICLE 12.

The name and address of the incorporator to these Articles of Incorporation is Sharon Van Rite, 886 110th Av., N., Naples, FL.


The undersigned incorporator has executed these Articles of Incorporation this 21st
day of June, 1995.

Sharon Van Rite
Sharon Van Rite, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
Platinum Media Services, Inc.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 6/24/95


Patrick H. Neale, Esq.
Attorney at Law
FBN: 258253



THE UNITED STATES
CORPORATION
COMPANY

P 95000049926

ACCOUNT NO. : 072100000032

REFERENCE : 187389 4730825

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 35.00

ORDER DATE : December 13, 1996

ORDER TIME : 10:33 AM

ORDER NO. : 187389-005

CUSTOMER NO: 4730825

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CUSTOMER: Sharie Loeffler, Legal Asst
Richards Spears Kibbe & Orbe
One Chase Manhattan Plaza
57th Fl.
New York, NY 10005-1413

DOMESTIC AMENDMENT FILING

NAME: PLATINUM MEDIA SERVICES, INC.

EFFECTIVE DATE:

XX ☐ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
XX ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

None Change
1/3/96

FILED
97 JAN -3 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -3 AM 11:17
DIVISION OF CORPORATION

*Name
OK.
per. S.P.*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

PLATINUM MEDIA SERVICES, INC.

SECOND: The following amendment to the articles of incorporation was adopted by the corporation:

Article 1 was amended in its entirety to read as follows:

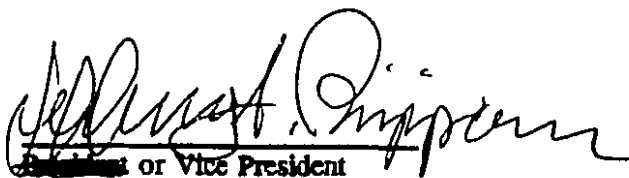
"The name of the corporation shall be n Magazine, Inc.".

THIRD: The amendment was adopted by the Board of Directors by unanimous written consent dated December 2, 1996.


FOURTH: The amendment was approved by a unanimous vote of the shareholders of the corporation by unanimous written consent dated December 2, 1996.

Date: December 27, 1996

By:


President or Vice President

By:


Secretary

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF
COUNTY OF

Before me, the undersigned authority, personally appeared Jell Phipps, to me well known to be the person(s) who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law, that he/she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of December, 1996.

Sandra J. Houldsworth
Notary Public



SANDRA J HOULDSWORTH
My Commission CC360022
Expires Jun. 07, 1998
Bonded by ANB
800-852-5878



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My Commission CC360022
Expires Jun. 07, 1998
Bonded by ANB
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