

FILED
95 AUG 21 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Amateur Golf, Inc.

The undersigned, being an individual, does hereby act as incorporator adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Amateur Golf, Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 9830 N.E. 2nd Avenue, Miami Shores, Florida 33138.

THIRD: The mailing address, wherever located, of the corporation is 9830 N.E. 2nd Avenue, Miami Shores, Florida 33138.

FOURTH: The number of shares that the corporation is authorized to issue is 100, all of which are with par value of \$1.00 dollar each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Gina Hardin

2 South Biscayne Boulevard
Suite 1810
Miami, Florida 33131

SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on August 18, 1995



Gina M. Hardin, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: *Ann Jones*
Ann Jones, Assistant Secretary

Date: August 18, 1995

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AMATEUR GOLF, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article "First" of the Articles of Incorporation filed August 21, 1995 with the Secretary of State is hereby amended so as to reflect the change of the corporate name from Amateur Golf, Inc. to Chancellor Publications, Inc.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

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THIRD: The date of each amendment's adoption: August 25, 1997

Prepared by: Howard J. Feinberg, 9830 N.E. 2nd Avenue, Miami Shores, FL 33138
(305) 754-4000 / Fla. Bar No. 0024049

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FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 25th of August, 19 97

Signature  President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) HOWARD J. FEINBERG President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

HOWARD J. FEINBERG

Typed or printed name

President

Title

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