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Dec. 29th, 1995

96 JAN -2 PM 12:03

TOP MAGAZINE FLORIDA, INC.  
140 El Dorado Parkway SW  
Cape Coral, FL 33914  
(941) 542-7746

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

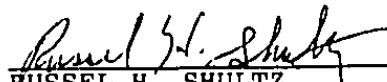
Re: TOP MAGAZINE FLORIDA, INC.

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for TOP  
MAGAZINE FLORIDA, INC., along with a check in the amount  
of \$70.00 for filing fee and designation of registered  
agent.

Also enclosed is a photocopy of the Articles. Please  
return to me with the filing date stamped on it.

Thank You,

  
\_\_\_\_\_  
RUSSEL H. SHULTZ

Enclosures

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ARTICLES OF INCORPORATION  
OF  
TOP MAGAZINE FLORIDA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be TOP  
MAGAZINE FLORIDA, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of Common Stock, with a par value of \$1.00 per share of common stock.

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered

or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To  
Certain Transfer Restrictions  
Imposed By This Corporation's  
Articles Of Incorporation, A Copy Of  
Which Is On File At This  
Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

AXEL KERN  
140 El Dorado Parkway SW  
Cape Coral, FL 33914

RUZICA KERN  
140 El Dorado Parkway SW  
Cape Coral, FL 33914

**ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 140 El Dorado Parkway SW , Cape Coral, FL 33914.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: RUSSEL H. SHULTZ.

**ARTICLE X. INCORPORATOR**

The name and address of the individuals who shall serve as this corporation's incorporator are: RUSSEL H. SHULTZ, 140 El Dorado Parkway SW , Cape Coral, FL 33914.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Russel H. Shultz Incorporator  
RUSSEL H. SHULTZ Incorporator

CERTIFICATE OF DESIGNATION OF

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REGISTERED AGENT AND REGISTERED OFFICE 96 JAN -2 PM 12:03

Pursuant to the provisions of Section 607.05(1)(a) of the STATE  
TALLAHASSEE, FLORIDA  
the Florida Business Corporation Act, the undersigned  
corporation, organized under the laws of the State of  
Florida, submits the following statement in designating  
its registered office and registered agent in the State  
of Florida:

1. The name of the corporation is TOP MAGAZINE  
FLORIDA, INC.

2. The name and address of the registered agent  
and office of the corporation is: RUSSEL H. SHULTZ, 140  
El Dorado Parkway SW , Cape Coral, FL 33914.

Dated this 29<sup>th</sup> day of Dec., 1995.

TOP MAGAZINE FLORIDA, INC.

By: Russel H. Shultz  
RUSSEL H. SHULTZ  
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT  
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT  
THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

DATED THIS 29 TH DAY OF Dec, 1995.

Russel H. Shultz  
RUSSEL H. SHULTZ  
Registered Agent