

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*PAID 1/31/94*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<i>AC</i>	_____	CK No. _____
BY	_____	_____	_____

WALK-IN Will Pick Up *1/31 11:00*

RE: *ABSOLUTELY VITABILIUS*  
*FLORIDA MAGAZINE*

SELO COPY OF DISBURSED  
 TALLAHASSEE, FLORIDA

- ☐ Capital Express™
- ☒ Art. of Inc. Filing
- ☐ Corp. Record Search
- ☐ Ltd. Partnership Filing
- ☐ Foreign Corp. Filing
- ☒ ( ) Cert. Copy(s)
- ☐ Art. of Amend. Filing
- ☐ Dissolution/Withdrawal
- ☐ C U S -
- ☐ Fictitious Name Filing
- ☐ Name Reservation
- ☐ Annual Report/Reinstatement
- ☐ Reg. Agent Service
- ☐ Document Filing
- ☐ Corporate Kit
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ Document Retrieval
- ☐ UCC 1 or 3 Filing
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ File No.'s, \_\_\_\_\_ Copies
- ☐ Courier Service
- ☐ Shipping/Handling
- ☐ Phone ( ) \_\_\_\_\_
- ☐ Top Priority
- ☐ Express Mail Prop.
- ☐ FAX ( ) \_\_\_\_\_ pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

RECEIVED  
 96 JAN 31 AM 8 34  
 DIVISION OF CORPORATIONS

Please remit Invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

ABSOLUTELY FABULOUS FLORIDA MAGAZINE, INC.

FILED

96 JAN 31 AM 9:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, does hereby adopt the following Articles of Incorporation:

ARTICLE I

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

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business or businesses to be transacted by this corporation shall be: to buy, sell, trade, and otherwise deal in any and all manner of written, telephonic, and other manner of information transmission and publication services;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individual, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted to corporations under the Florida Statutes both within and without this State.

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the Florida Statutes, for the administration and regulation of the affairs of the corporation.

To make donations for the public welfare or for charitable, scientific or educational purposes.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the directors, officers and employees of the corporation, and for any or all of the directors, officers and employees of any subsidiary of the corporation.

To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 7500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

#### ARTICLE V

The street address of the initial registered office and principal office of the corporation is 1123 Point Newport Terrace, Casselberry, FL 32707. The name of the initial registered agent at such address is David Kaleky.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

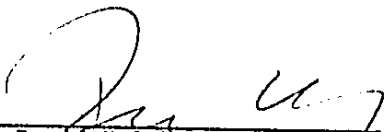
<u>NAME</u>	<u>ADDRESS</u>
David Kaleky	1123 Point Newport Terrace Casselberry, FL 32707

ARTICLE VII

The name and address of each incorporator of this corporation is as follows:

NAME	ADDRESS
David Kaleky	1123 Point Newport Terrace Casselberry, FL 32707

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certifies that the facts herein stated are true, and accordingly, has hereunto set his hand and seal at Orlando, in the County of Orange, State of Florida, this 26 day of January, 1996.

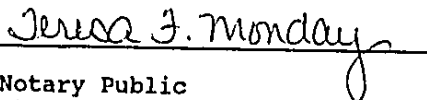
  
\_\_\_\_\_  
David Kaleky

STATE OF FLORIDA

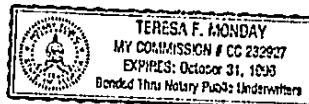
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements and oaths, personally appeared David Kaleky, who produced Personally Known as identification, and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforementioned this 26 day of January, 1996.

  
\_\_\_\_\_  
Notary Public  
State of Florida

My Commission Expires:



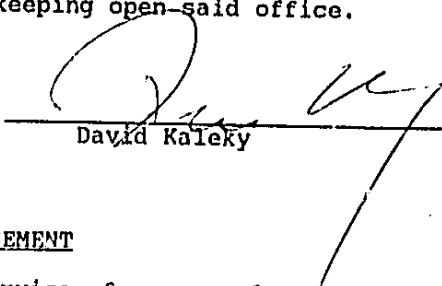
FILED

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

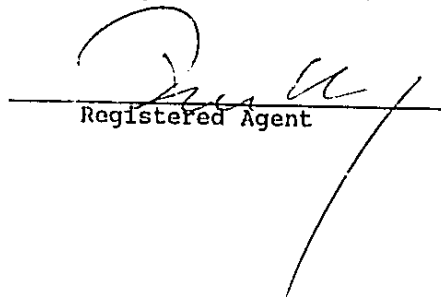
FIRST, that ABSOLUTELY FABULOUS FLORIDA MAGAZINE, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Casselberry, County of Seminole, State of Florida, has named David Kaleky, 1123 Point Newport Terrace, Casselberry, FL 32707 as its agent to accept service of process within this state.

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

  
David Kaleky

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the 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.

  
Registered Agent

P96000009605

David L. Leaky

Requestor's Name

1123 Point Neapost Terrace

Address

Casselberry, Fla. 32707

City/State/Zip

Phone #

800001778968  
-04/12/96--01093--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>nc</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 12 AM 7:54

APR 15 1996

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 12 AM 7:54

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ABSOLUTELY FABULOUS FLORIDA MAGAZINE, INC.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)

FABULOUS FLORIDA MAGAZINE, INC.

**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:

THIRD: The date of each amendment's adoption: 4/5/96

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

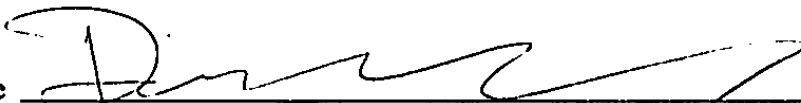
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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 8<sup>th</sup> of April, 19 96

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

David Kaleky

Typed or printed name

President

Title



P96000009605

David Frederick

Requestor's Name

5445 Collins Ave., #620

Address

Miami Beach, FL 33140

City/State/Zip

Phone #

FILED  
97 APR -1 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #) 400002129734--2  
-04/01/97--01041--001
2. \_\_\_\_\_  
(Corporation Name) (Document #) \*\*\*\*\*35.00 \*\*\*\*\*35.00
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RA Chg.

VB APR 4 1997

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of \_\_\_\_\_ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Fabulous Florida Magazine

2. The mailing address of the corporation is: 5445 Collins Ave #1620  
Miami Beach FL 33140

3. Date of incorporation/qualification: \_\_\_\_\_ Document number: \_\_\_\_\_

4. The name and address of the current registered agent and office:

David Kaleky  
1123 Point Newport Ter  
Casselberry FL 32707

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

David Frederick  
5445 Collins Ave #1620  
Miami Beach FL 33140

FILED  
97 APR - 1 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David Kaleky 3-16-97  
(Signature of an officer, chairman or vice chairman of the board) (Date)

David Kaleky  
(Printed or typed name and title)

Having been named 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.

[Signature]  
(Signature of Registered Agent)

3-16-97  
(Date)

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)