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FORT LAUDERDALE, FL 33301
904-291-7100
904-291-7101
P96000057438



PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 013013 4331939

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyjute

ORDER DATE : July 9, 1996

ORDER TIME : 9:19 AM

ORDER NO. : 013013

CUSTOMER NO: 4331939

800001887863

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: MAGNUM PUBLISHING COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -9 PM12:28

96 JUL 9 4:11:10
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**ARTICLES OF INCORPORATION
OF
MAGNUM PUBLISHING COMPANY**

FILED
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(a Florida corporation)

ARTICLE I - NAME

The name of the Corporation is **MAGNUM PUBLISHING COMPANY** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 801 NW 37th Avenue, Delray Beach, Florida 33445.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of three (3) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names of the initial directors of the Corporation are as follows:

Jefi Perlman
Kevin Brady
Steven Reiskind

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 515 E. Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Keith Wasserstrom.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Keith Wasserstrom, 515 E. Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation of MAGNUM PUBLISHING COMPANY this 8th day of July, 1996.

Keith Wasserstrom

Keith Wasserstrom
Incorporator

**CONSENT OF REGISTERED AGENT
OF
MAGNUM PUBLISHING COMPANY**

The undersigned, Keith Wasserstrom, whose business address is 515 E. Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of **MAGNUM PUBLISHING COMPANY**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Keith Wasserstrom

Keith Wasserstrom
Registered Agent

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