

P96 0000 618 95

Andrea de Michaelis  
104 West Ross Street, #8, Salinas, CA 93901-1450  
(Temporary address for the summer only)  
(408) 783-1841 vox & fax  
Email 102451.3484@compuserve.com

March 15, 1996

Secretary of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32314

ENCLOSURE  
07/23/96--01035--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Psychic Horizons, Inc.

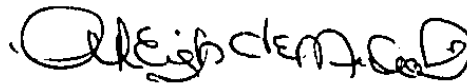
Ladies:

Please find enclosed an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	52.50
Registered Agent fee	35.00
Total	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your attention to this matter.

Sincerely,



A. Leigh de Michaelis

FILED  
96 JUL 22 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTER JUL 24 1996

ARTICLES OF INCORPORATION

PSYCHIC HORIZONS, INC.

FILED  
95 JUL 22 AM 10:49  
SEC.  
TALLAHASSEE  
STATE  
FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is **Psychic Horizons, Inc.** with a mailing address of **575 Escarole Street S.E., Palm Bay, FL 32909-4802** and telephone number of **(407) 722-2100**.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of providing advertising media to commercial customers including the publication and distribution of **HORIZONS MAGAZINE** and **PSYCHIC FLORIDA**, and transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

A. Leigh de Michaelis  
575 Escarole Street S.E.  
Palm Bay, FL 32909-4802  
(407) 722-2100

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (1) director initially. The number of directors may be increased or diminished from time to time by the ByLaws adopted by the shareholders, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

A. Leigh deMichaelis  
575 Escarole Street S.E.  
Palm Bay, FL 32909-4802  
(407) 722-2100

ARTICLE VII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which she already holds, shall have the right to purchase her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

A. Leigh de Michaelis  
575 Escarole Street S.E.  
Palm Bay, FL 32909-4802  
(407) 722-2100

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall constitute an official act of the shareholders.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

The death or notice of intention to sell her shares on the part of any shareholder shall give rise to successive options on the part of the corporation and thereafter the remaining shareholders, pro rata, to purchase all or any of the shares owned by such shareholder, the option price to be the appraised price. The corporation shall have the first option as to such purchase to the extent of the amount of capital surplus.

IN WITNESS WHEREOF, the undersigned subscriber and Registered Agent has executed the foregoing Articles of Incorporation on the 10<sup>th</sup> day of July, 1996.



A. Leigh de Michaelis  
Subscriber/Registered Agent

**REGISTERED AGENT'S ACCEPTANCE STATEMENT**

I hereby affirm that I am familiar with and accept the duties and responsibilities as Registered Agent for the above corporation.

  
A. Leigh de Michaelis, Registered Agent

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared A. Leigh de Michaelis, to me known to be the person named in the foregoing Articles of Incorporation, and acknowledged before me that she accepts the appointment of Registered Agent as stated in those Articles of Incorporation on this 10<sup>th</sup> day of July, 1996.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 10<sup>th</sup> day of July, 1996.

  
Notary Public, State of Florida

My Commission Expires:



CHAROLYN PATANCIA GRANT  
MY COMMISSION # CC012403 EXPIRES  
September 1, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

FILED  
95 JUL 22 PM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA