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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: KEYLEIDOSCOPE, INC.

AUDIT NUMBER.....H96000013404

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 25, 1996

EMPIRE

SUBJECT: KEYLEIDOSCOPE, INC.
REF: W96000020280

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5133 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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Dana Calloway
Document Specialist

FAX And. #: 956000013404
Letter Number: 396A00044202

**ARTICLES OF INCORPORATION OF
KEYLEIDOSCOPE NEWSPAPER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Martha Masses-Valera, the undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge, and file the following articles of incorporation for the purpose of creating a corporation under the laws of the state of Florida.

1. The name of this corporation shall be Keyleidoscope Newspaper, Inc.

2. The purpose of this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes.

3. The aggregate number of shares which this corporation shall be authorized to issue is one thousand (1000) shares. The shares shall be issued at \$1.00 par value.

4. This corporation shall commence its existence immediately upon the filing of these articles of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

5. The mailing address of the corporation shall be P.O. Box 710, Key Largo, Florida 33037. The initial registered office address of this corporation shall be 1500 Ocean Bay Drive, suite B-3, Key Largo, Florida 33037; however, this corporation shall have the privilege of having its office and branch offices at other places within or without the state of Florida. The initial registered agent at such address shall be Martha Masses-Valera.

6. This corporation shall have one (1) director initially, and said directors shall be;

PREPARED BY: A.) Martha Masses-Valera, President and Director
Jose I. Carrillo, Esq.
3663 S.W. 8th Street, Ste. 214
Miami, Florida 33135
(305) 444-3000
Fla. Bar No. 820733

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7. The name and address of the incorporator is Martha Masses-Valera, whose title shall be president and whose address is 1500 Ocean Bay Drive, suite B-3, Key Largo, Florida 33037.

8. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such other firm is so interested shall be disclosed or shall have been known to the board of directors or any majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he was not such director or officer of such other corporation or not so interested.


9. This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, Martha Masses-Valera, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of the state of Florida, make and file

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these articles of incorporation, hereby declaring and certifying
that the facts herein stated are true, and hereunto set our hands
and seals this 24th day of September, 1995.


MARINA NASSER-VALENCIA,
President and Director

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STATE OF FLORIDA

COUNTY OF DADE

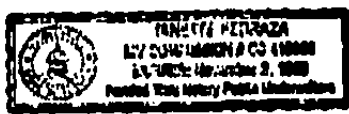
BEFORE ME, the undersigned authorities, personally appeared to me known to be the persons described herein and who executed the foregoing articles of incorporation, who after being duly sworn, acknowledged under oath that she executed same of the purposes therein expressed.

Witness my hand and official seal in the state and county aforesaid this 24th day of September, 1996.

Martha Haines-Valera
MARTHA HAINES-VALERA

SWORN TO AND SUBSCRIBED before me this 24th day of September, 1996.

Notary Public
NOTARY PUBLIC, State of Florida
My Commission expires:



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CONSENT OF REGISTERED AGENT

Having been named registered agent of this corporation at the office designated in the foregoing articles of incorporation, the undersigned hereby accepts the designation.


MARtha RANGES-VALERA

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TALLAHASSEE, FLORIDA

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