

OCT-25-1996 14:2

15 OCT 1996

P.02/07

10/24/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:07 PM

((H96000015026 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SOUTHERN MEDIA SALES, INC.

AUDIT NUMBER.....H96000015026

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

CERT. OF STATUS...0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:03:3:

RECEIVED

95 OCT 25 PM 3:25

TALLAHASSEE, FLORIDA

W96-22764

10/26/96

FILED
96 OCT 25 PM 12:03
SECRET
TALLAHASSEE

916A-19535

OCT-25-1996 14:25

EMPIRE CORPORATE KIT

P.01/07



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 25, 1996

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SOUTHERN MEDIA SALES, INC.
REF: W96000022764

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

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000015026
Letter Number: 196A00049385

ARTICLES OF INCORPORATION
OF
SOUTHERN MEDIA SALES, INC.

I, HENRY ARIZMENDI, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the state of Florida authorizing the formation of Corporations.

These Articles of Incorporation are to be effective on the 25 day of October, 1996. (If no date is inserted, these articles are to be effective as of the date of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be:

SOUTHERN MEDIA SALES, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent and natural persons might or could do, viz:

MAGAZINE ADVERTISING SALES

and do any and all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity or business permitted under the laws of the United States and of Chapter 607 of the Florida Statutes and any successor or supplemental statute or authority; to purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations

Prepared by Allan Serohay
5310 N. W. 33 Avenue
Suite 110
Fort Lauderdale, Florida 33309
954-484-3900

H96000015026

H96000015026

as may be provided by law; capital stock owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes thereafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereinafter be conferred upon corporation generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

ONE THOUSAND (1000) SHARES,

ONE (\$1.00) DOLLAR PAR VALUE,

COMMON STOCK

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The initial address of said corporation shall be:

5310 N. W. 33rd AVE., #110
FORT LAUDERDALE, FLORIDA 33309

with the privilege of having its office and branch offices at other places within or without the State of Florida.

H96000015026

H960000/502.6

ARTICLE VI

The number of Directors of this Corporation shall be not less than one (1) nor more than three (3), and the initial Board of Directors of this Corporation shall be comprised of ONE (1) member.

ARTICLE VII

The names and street addresses of the persons who are appointed to act as directors until the first annual meeting of the Stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
HENRY ARISMENDI	5310 N. W. 33rd AVE., #110 FORT LAUDERDALE, FL 33309

ARTICLE VIIA

The name and addresses of the person signing these Articles of Incorporation as a Subscriber and the number of shares each has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
HENRY ARISMENDI	5310 N.W. 33rd AVE #110 FORT LAUDERDALE, FL 33309	1000

ARTICLE IV

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

H960000/502

H96000015026

ARTICLE X

The address of the registered office of this Corporation shall be:

5310 N. W. 33rd AVENUE, #110
FORT LAUDERDALE, FL 33309

ARTICLE XI

The Corporation has designated as its Registered Agent, ALLAN SERCHAY, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the corporation law of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal at Fort Lauderdale, Broward County, Florida, this 24 day of August, 1996.

 (SEAL)
HENRY ARIEMENDI

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared HENRY ARIEMENDI, well known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that

H96000015024

OCT-25-1996 14:26

EMPIRE CORPORATE KIT

P.07/07
H96000015026

he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and
official seal at Broward County, Florida, this 24 day of

October, 1996.

NOTARY PUBLIC
STATE OF FLORIDA
CAROL SERCHAY
COMMISSION # CC 550012
EXPIRES APR 24 2000
BONDED THRU
ATLANTIC BONDING CO. INC

Carol Serchay
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

ACKNOWLEDGMENT

Having been named as Registered Agent for the Above-
stated Corporation at the place designated in these Articles,
I hereby accept to act in this capacity, and agree to comply
with the provisions of all applicable statutes relative to
keeping open said office.

ALLAN SERCHAY
REGISTERED AGENT
ALLAN SERCHAY

FILED
96 OCT 25 PM 13:03
TALL

C: \pw\articles\sms