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October 28, 1996

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FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 OCT 29 PM 1:25

VIA UPS OVERNIGHT MAIL

Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Florida Filing Section

Re: ONYX PUBLISHING, INC.
Firm File No. 75738.000

BLOOM 19851008-3
-10/30/96--01005--005
***\$122.50 ***\$122.50

Dear Sir or Madam:

With reference to the above-captioned corporation, please find enclosed one original and one copy of the Articles of Incorporation along with check, payable to the Secretary of State, in the amount of \$122.50, in payment of the following:

Filing Fee:	35.00
Certified Copy Fee:	52.50
Registered Agent Filing Fee:	35.00
Total:	\$122.50

As time is of the essence we would appreciate it if you would return the certified copy of the Articles of Incorporation to the attention of the undersigned in the enclosed UPS Overnight envelope.

Thank you for your usual prompt assistance in this regard.

Very truly yours,

RUBINSTEIN, KORNIK, BLOOM & MINSKER
A Professional Association

Gladys Otero
GLADYS OTERO, LEGAL ASSISTANT

Enclosures

D. BROWN OCT 31 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
\$6 OCT 29 PM 1:25

ARTICLES OF INCORPORATION
OF
ONYX PUBLISHING, INC.

The undersigned, natural persons competent to contract, hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is: ONYX PUBLISHING, INC.

The principal office and mailing address of this corporation is: 160 N.W. 176th Street, #200-1, Miami, Florida 33169

ARTICLE II CORPORATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 160 N.W. 176th Street, #200-1, Miami, Florida 33169 and the name of the initial registered agent at that address is DERRICK LEWIS.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have Two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name and address of the initial member of the Board of Directors of this corporation are:

DERRICK LEWIS
160 N.W. 176th Street
#200-1
Miami, Florida 33169

LARON WHITERS
160 N.W. 176th Street
#200-1
Miami, Florida 33169

ARTICLE VII - INCORPORATORS

The name and address of the Incorporators to these Articles of Incorporation are

DERRICK LEWIS
160 N.W. 176th Street
#200-1
Miami, Florida 33169

LARON WHITERS
160 N.W. 176th Street
#200-1
Miami, Florida 33169

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which

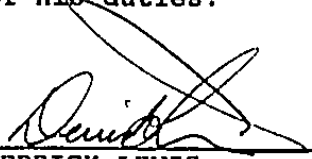
SECRETARY OF STATE
DIVISION OF REVENUE
96 OCT 29 PM 1:25

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.0501 FLORIDA STATUTES, (1994, Supp.), as may be amended, the following is submitted:

That, ONYX PUBLISHING, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 160 N.W. 176th Street, #200-1, Miami, Florida 33169 and the name of the initial registered agent at that address is DERRICK LEWIS, as its Registered Agent to accept service of process within the State of Florida; and

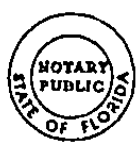
That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, DERRICK LEWIS, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.



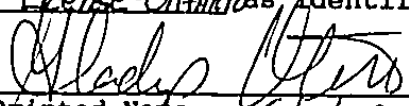
DERRICK LEWIS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of August, 1996, by DERRICK LEWIS. He is personally known to me or who has produced DRIVERS License-Ontarios Identification.



GLADYS OTERO
My Comm Exp. 8/14/98
Bonded By Service Ins
No. CC400202
[[Personally Known]]



Printed Name: Gladys Otero
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: