

11/04/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: TIME OUT FOUNDATION, INC.

AUDIT NUMBER.....H96000015538

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF

H96000015538

TIME OUT FOUNDATION, INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be: TIME OUT FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4086 N.W.
167th St., Miami, FL 33054.

ARTICLE III
PURPOSE OF CORPORATE BUSINESS

The Corporation may engage in or transact any and all non-profit activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1000) shares of one class of common stock having a par value of One and 00/100 (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

PREPARED BY: MARIA R. FERNANDEZ GOMEZ, P.A.
253 Alhambra Circle - Suite 610
Coral Gables, FL 33134
(305) 441-8080
Florida Bar No. 998494

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**ARTICLE VI
INITIAL REGISTERED AGENT**

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The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: CECILIA BLACK

INITIAL REGISTERED OFFICE: 4086 N.W. 167th St., Miami, FL 33054

**ARTICLE VII
BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VIII
INCORPORATORS**

The names and addresses of each Incorporator executing these Articles of Incorporation are as follows: CECILIA BLACK and WAYNE BLACK at 4086 N.W. 167th St., Miami, FL 33054.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Cecilia Black
CECILIA BLACK, Incorporator

Wayne Black
WAYNE BLACK, Incorporator

H96000015538

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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BEFORE ME, personally appeared CECILIA BLACK and WAYNE BLACK to me well known and known to me to be the persons described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 31 day of October, 1996.


Notary Public, State of Florida
at Large

[PLEASE PRINT] MARIA F. FERNANDEZ-GOMEZ

My Commission Expires:



MARIA F FERNANDEZ-GOMEZ
My Commission C0894288
Expires Dec. 20, 1998

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

TIME OUT FOUNDATION, INC.

2. The name and address of the registered agent and office is:

CECILIA BLACK, at 4086 N.W. 167th St., Miami, FL 33054

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TALLAHASSEE, FLORIDA

SIGNATURE

Cecilia Black
CECILIA BLACK

TITLE

President

DATE

October 31, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Cecilia Black
CECILIA BLACK

DATE

October 31, 1996

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