1201 HAYS STREET TALLAHASSEE, FL 32301-2607 904-222-9171

800-342-8086



994-222-0393 FAX

PRINTICE HALL LEGAL & FINANCIAL SERVICES ACCOUNT NO. :

072100000032

REFERENCE :

153570

10939A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: November 13, 1996

ORDER TIME : 11:41 AM

ORDER NO. : 153570-005

CUSTOMER NO:

10939A

CUSTOMER: Tom Tighe, Esq

TUCKER & TIGHE, P.A.

Suite 505

800 East Broward Boulevard Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME:

USA MAGAZINES, INC.

EFFECTIVE DATE:

XX __ ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERS AIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

200002003782--4 -11/19/96--01150--023 ******70.00 ******70.00

ARTICLES OF INCORPORATION OF USA MAGAZINES, INC.

FILED 96 NOV 13 PH 2: 53

TÄLLAMASSEL, FLORIÖA

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be USA MAGAZINES, INC., with its principal address and mailing address being 13899 Biscayne Blvd., Suite 136, North Miami, Florida 33181.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be MARK THEODORE, 13899 Biscayne Blvd., Suite 136, North Miami, Florida 33181.

ARTICLE V - DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3). The name and address of the directors serving on the initial Board of Directors are as follows:

NAME	ADDRESS
MARK THEODORE	13899 Biscayne Blvd., Suite 136 North Miami, Florida 33181
AVI INDIK	13899 Biscayne Blvd., Suite 136 North Miami, Florida 33181
JAMES VERRILLO	2701 W. Oakland Park Blvd., Suite 100 Ft. Lauderdale, Florida 33311

ARTICLE VI - INCORPORATOR

The incorporator of these Articles of Incorporation is MARK THEODORE, whose address is 13899 Biscayne Blvd., Suite 136, North Miami, Florida 33181.

I, the undersigned, being the original Incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of USA MAGAZINES, INC., and I hereby declare and certify that the facts herein stated are true.

MARK THEODORE

STATE OF FLORIDA : SS COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 12 the day of November, 1996, by MARK THEODORE, who is personally known to me OR who () did produce

as identification, and who did take an oath.

WITNESS my hand and official seal this 1976 day of Notary Public

THOMAS J. TIGHE

THOMAS J. TIGHE

THOMAS J. TIGHE

Printed Name of Notary Public

ACCEPTANCE BY REGISTERED AGENT

I, MARK THEODORE, designated as Registered Agent of **USA**MAGAZINES, INC., in the Articles of Incorporation of said corporation, do hereby accept appointment as such at the registered office designated in Article IV.

MARK THEODORE, Registered Agent

C:\OFFICE\WPWIN\WPDOCS\CORPORAT\1ARTICLE.IHC

EXPIRES: June 15, 1998 Bonded Turu Houry Public Under