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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS	FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY	ACCT#: 072450003255
CONTACT: RAY STORMONT	
PHONE: (305)541-3694	FAX #: (305)541-3770
NAME: ALEXA PUBLISHING, INC.,	
AUDIT NUMBER.....H97000002829	
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.	
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**ARTICLES OF INCORPORATION  
OF  
ALEXA PUBLISHING, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**ALEXA PUBLISHING, INC.  
9000 SHERIDAN STREET  
SUITE #171  
PEMBROKE PINES, FLORIDA 33024**

**ARTICLE II**

**PURPOSES**

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

(b) To engage in any and all lawful acts or activities related to any of the above.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time is 100 shares of common stock, having a nominal or par value of \$1.00 per share.

PREPARED BY: BRUCE E. BARR, ESQ.  
FBN.930229  
5115 S.W. 90 Avenue  
COOPER CITY, FL 33328  
954-434-2445

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**H 9700 000 2829****ARTICLE IV****TERM**

This corporation shall have perpetual existence, commencing upon the following Articles.

**ARTICLE V****REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for this corporation shall be: VICTORIA GRIMES, 9000 SHERIDAN STREET, SUITE #171, PEMBROKE PINES, FLORIDA 33024, or such place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the laws of the State of Florida.

**ARTICLE VI****DIRECTORS**

This corporation shall have not less than one (1) nor more than five (5) directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
JOHN GRIMES	9000 SHERIDAN STREET SUITE #171 PEMBROKE PINES, FLORIDA 33024

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## ARTICLE VII

SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation is: JOHN GRIMES: 9000 SHERIDAN STREET, SUITE #171, PEMBROKE PINES, FLORIDA 33024.

## ARTICLE VIII

SPECIAL PROVISION

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by the laws of the State of Florida or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in

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writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

#### ARTICLE IX

##### INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this corporation except as conferred by statutes, unless authorized by a resolution of the shareholders or the Board of Directors.

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**H 07000002829****ARTICLE X****INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of this corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

**ARTICLE XI****TELEPHONE MEETING AUTHORIZED**

Members of the Board of Directors or of the Executive Committee designated by the Board of Directors in accordance with the laws of the State of Florida shall be deemed present at any meeting of the Board of Directors or Executive Committee, as the case may be, if a conference telephone or similar communications equipments by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

**ARTICLE XII****AMENDMENT**

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal at:  
5121 S.W. 90th Avenue, Suite 33, Cooper City, Florida 33328, this  
18<sup>th</sup> day of February, 1997.

 (SEAL)  
JOHN GRIMES

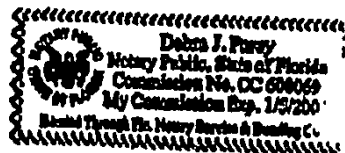
STATE OF FLORIDA        )  
                                  ) SS  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 18<sup>th</sup>  
day of February, 1997, by JOHN GRIMES, who is personally  
known to me or who has produced \_\_\_\_\_ as  
identification and who did/did not take an oath and who executed  
the foregoing Articles of Incorporation of ALEXA PUBLISHING, INC.,  
and he acknowledged that he signed and executed same for the  
purposes therein set forth.

  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Debra J. Furey  
PRINT NAME



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CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I, VICTORIA GRIMES, HEREBY CERTIFY that I have accepted the designation as Registered Agent of ALEXA PUBLISHING, INC., and agree to serve as its Agent to accept service of process within this State at Corporate Headquarters.

DATED: February 16, 1997

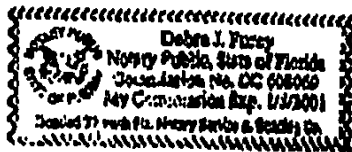
BY: Victoria Grimes  
VICTORIA GRIMES

I HEREBY CERTIFY, that on the 16<sup>th</sup> day of February 1997, VICTORIA GRIMES, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath, executed the forgoing Certificate Accepting Designation as Registered Agent for ALEXA PUBLISHING, INC..

Debra J. Furey  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Debra J. Furey  
PRINT NAME



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