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Dade (305) 651-0075 Broward (954) 920-9119 Fax (305) 651-5979

Bruce H. Freedman  
*Board Certified-Civil Trial*

Layne Verebay  
*Attorney At Law*

Arthur Drotzer, *Of Counsel*

Susan W. Freedman, R.N.  
*Paralegal*

100002191301--6  
-05/27/97--01063--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

May 9, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

Re: Hookmasters Publishing, Inc.

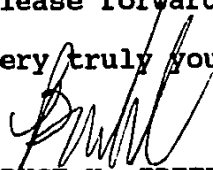
Dear Sirs:

Enclosed please find the articles of incorporation and one copy for the above referenced corporation and my check in the sum of 70.00.

Please be advised that I am not requesting a certified copy.

Please forward in the enclosed envelope.

Very truly yours,

  
BRUCE H. FREEDMAN  
BHF:rjw  
enc.

MAY 29

FILED  
97 MAY 27 AM 8:10  
STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**HOOKMASTERS PUBLISHING, INC.**

FILED  
97 MAY 27 AM 8:10  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation is Hookmasters Publishing, Inc., and its principal place of business is located at 18501 N.W. 22nd Ct., Miami, Florida 33056-3212.

**ARTICLE II - DURATION**

This corporation shall commence its existence upon receipt of these Articles by the Secretary of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Five Hundred (500) shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 190 N.E. 199th Street, Suite 204, North Miami Beach, Florida 33179, and the name of the initial registered agent of this corporation at that address is Bruce H. Freedman.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the directors of this corporation are:

John Zeigler, President  
18501 N.W. 22nd Court  
Miami, Florida 33056-3212

and

George Wesley Perry, Jr., Vice President  
1844 Lincoln Street  
Hollywood, Florida 33020

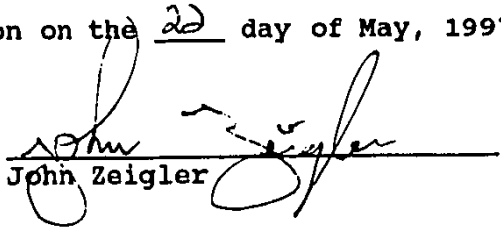
The name and address of the person signing these Articles is:

John Zeigler  
18501 N.W. 22nd Ct.  
Miami, Florida 33056-3212

ARTICLE VII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 22 day of May, 1997.

  
John Zeigler

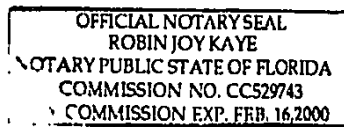
STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF *Dade*       )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, John Zeigler, to me well known and known to be the person who executed the foregoing Articles of Incorporation of Hookmasters Publishing, Inc., and he acknowledged that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, said County and State, this 22 day of May, 1997.

*Robin Joy Kaye*  
\_\_\_\_\_  
NOTARY PUBLIC, State of  
Florida at Large

My commission expires:

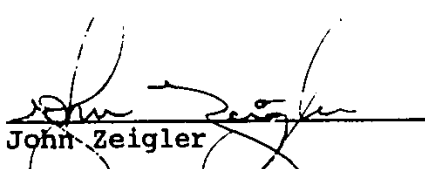


*Personally Known*

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE  
WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT HOOKMASTERS PUBLISHING, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS  
NAMED BRUCE H. FREEDMAN, LOCATED AT 190 N.E. 199TH STREET, SUITE  
204, NORTH MIAMI BEACH, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

  
John Zeigler

DATE: 5-22-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

By: 

BRUCE H. FREEDMAN

DATE: 5-22-97

SWORN TO AND SUBSCRIBED before me this 22 day of May, 1997.

  
Notary Public  
State of Florida at Large

My commission expires:

OFFICIAL NOTARY SEAL  
ROBIN JOY KAYE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC529743  
MY COMMISSION EXP. FEB. 16, 2000

Personally Known

97 MAY 27 AM 8:10  
FLORIDA