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TRANSMITTAL LETTER

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

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-06/30/97--01038--009
****122.50 ****122.50

SUBJECT: Broward County Magazine, Inc.
(Proposed Corporate Name)

Enclosed is an original and One (1) copy of the Articles of
Incorporation and a check for:

___ \$70.00 ___ \$78.75 XX \$122.50 ___ \$131.25

FROM: Bruce D. Schwartz, Esquire
Name
1888 - A North University Drive
Address
Plantation, Florida 33322
City, State, & Zip Code
(954) 916 - 0000
Daytime Telephone Number

FILED
97 JUN 30 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

Broward County Magazine, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST. The name of the Corporation is Broward County Magazine, Inc., the location of the Corporation is Suite # 215, 3890 West Commercial Boulevard, in the City of Ft. Lauderdale, County of Broward.

SECOND. It's registered office in the State of Florida is to be located at Suite # 215, 3890 West Commercial Boulevard, in the City of Ft. Lauderdale, County of Broward. The registered agent in charge thereof is Anthony D'Ambrosio at Suite # 215, 3890 West Commercial Boulevard, in the City of Ft. Lauderdale, County of Broward.

THIRD. The nature of the business and objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

To purchase, take, receive, subscribe for, or otherwise acquire, hold, own, vote, use, employ, sell, mortgage,

lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interest in, or obligations or, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or in direct obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within and/or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of its subsidiaries, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers which are necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by state law.

FOURTH. CAPITALIZATION (Check the appropriate block and complete the capitalization method.)

The corporation shall have the authority to issue Ten Thousand (10,000) Shares of Common Stock, each share to have a Par Value of One Dollars (\$1.00): The shares may be issued upon such terms as the Board of Directors may from time to time authorize.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

FIFTH. The names and mailing addresses of each of the incorporators are as follows:

NAME	POST OFFICE ADDRESSES
Carl H. Grisham	Suite # 215 3890 W. Commercial Blvd. Ft. Lauderdale, Florida 33309
Anthony D'Ambrosio	Suite # 215 3890 W. Commercial Blvd. Ft. Lauderdale, Florida 33309

SIXTH. This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

SEVENTH. The initial Board of Directors shall consist of 1 - 7 directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of

NAME	POST OFFICE ADDRESSES
Carl H. Grisham	Suite # 215 3890 W. Commercial Blvd. Ft. Lauderdale, Florida 33309

Anthony D'Ambrosio

Suite # 215
3890 W. Commercial Blvd.
Ft. Lauderdale, Florida 33309

EIGHTH. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, the undersigned incorporator(s) has executed these Articles of Incorporation this 23 day of June, 1997.

Carl H. Grisham
Carl H. Grisham

Anthony D'Ambrosio
Anthony D'Ambrosio

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this 23 day of June, 1997 personally appeared before me, Anthony D'Ambrosio and CARL H. GRISHAM and after having acknowledged before me that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.



"OFFICIAL SEAL"
Michael M. Oberholzer
My Commission Expires 9/9/2000
Commission #CC 583322

State of FL, County of Broward
Signed before me on this 23 day

of June, 1997 by Michael M. Oberholzer
Notary Public

Michael M. Oberholzer
Notary Public, State of Florida at Large
#CC 583322
Commission Number
9/9/2000
Commission Expiration Date

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 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: Broward County Magazine, Inc.
2. The name and address of registered agent and office is:

Anthony D'Ambrosio

Suite # 215
3890 W. Commercial Blvd.
Ft. Lauderdale, Florida 33309

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 a registered agent.

Anthony D'Ambrosio
Anthony D'Ambrosio