

JUL-23-'97 17:42 ID:FOWLER WHITE MIAMI

TEL NO:305-358-6551

H577.F01

P 97 0000 63897

7/23/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

5:21 PM

((H97000012060 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FOWLER, WHITE, BURNETT, ET AL
CONTACT: JUDITH D RODMAN
PHONE: (305)789-9200

ACCT#: 071250001512

FAX #: (305)789-9201

NAME: S.O.B. MAGAZINE, INC.

AUDIT NUMBER.....H97000012060

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

VT100 ONLINE 9600-7-E-1 [Home]=? * 8

00:03:03

FILED
97 JUL 24 AM 8:36
TALLAHASSEE, FLORIDA

F. CH2000

JUL 24 1997

Audit No. H97000012060

ARTICLES OF INCORPORATION
OF
S.O.B. MAGAZINE, INC.

FILED
97 JUL 24 AM 8:36
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

S.O.B. MAGAZINE, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of operating and publishing a magazine and all other lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

Address

The mailing address of the corporation is 1766 Bay Road, Miami Beach, Florida 33139.

Thomas M. Parker, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Fl.
Miami, Florida 33131
ph: (305) 789-9200
Florida Bar No. 0047570

Audit No. H97000012060

Audit No. H 97000012060

ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is 100 Southeast Second Street, 17th Floor, Miami, Florida 33131-1101. The name of the initial registered agent at such office is Thomas M. Parker, Esq..

ARTICLE VI

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

Audit No. H 97000012060

Audit No. H 97000012060

ARTICLE VII

Incorporator

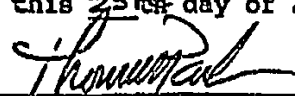
The name and address of the incorporator of the corporation is: Thomas M. Parker, Esq., c/o Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A., 100 Southeast Second Street, 17th Floor, Miami, Florida, 33131-1101.

ARTICLE VIII

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the shareholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of July, 1997.


Thomas M. Parker, Esq.

--oOo--

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Thomas M. Parker, Esq.

Audit No. H 97000012060

FILED
97 JUL 24 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA