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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 AM 10:33

DANIEL C. PERRI
Attorneys at Law
5 Clifford Drive
Suite Twelve
Shalimar, Florida 32579

Daniel C. Perri
Alexandra R. Haught

Telephone (904) 651-3011

Facsimile (904) 651-3306

February 23, 1998

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

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-03/02/98--01159--020
****122.50 ****122.50

Re: Articles of Incorporation

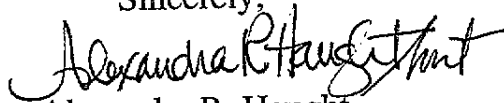
Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for EMERALD LADIES' JOURNAL, INC. Please file the original Articles and return a file-stamped copy along with a Certificate of Incorporation.

Also enclosed is a check in the amount of \$122.50 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,


Alexandra R. Haught
Attorney at Law

ARH/mt
Enc.

Same person has
W98-2644

D. BROWN MAR - 3 1998

**ARTICLES OF INCORPORATION
OF
EMERALD LADIES' JOURNAL, INC.**

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The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I
NAME**

The name of this corporation is EMERALD LADIES' JOURNAL, INC.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5 Clifford Drive, Shalimar, FL 32578, and the name of the initial registered agent at that address is ALEXANDRA R. HAUGHT.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

E. Carey Dowdle
343 L'Atrium Circle
Destin, FL 32541

Deborah C. Emery
34 Sandestin Estates
Destin, FL 32541

Bill C. Dowdle
1167 Troon Drive
Destin, FL 32541

ARTICLE VII
INITIAL INCORPORATORS

The name and address of the initial incorporators of this corporation are as follows:

E. Carey Dowdle
343 L'Atrium Circle
Destin, FL 32541

Deborah C. Emery
34 Sandestin Estates
Destin, FL 32541

ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the Corporation is 343 L'Atrium Circle, Destin, FL 32541. The mailing address for the Corporation is 130 Old Hwy. 98 #4-171, Destin, FL 32541.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is 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.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, have hereunto set their hand and seal on this the 12th day of February, 1998, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.


E. Carey Dowdle
E. CAREY DOWDLE
Incorporator

Deborah C. Emery
DEBORAH C. EMERY
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared E. Carey Dowdle, who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 12th day of February, 1998.


Alexandra Ray Haught
ALEXANDRA RAY HAUGHT
NOTARY PUBLIC
My Commission Expires:  ALEXANDRA RAY HAUGHT
My Commission CC355829
Expires Mar. 14, 1998
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Deborah C. Emery who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 12th day of February, 1998.

Alexandra Ray Haught
ALEXANDRA RAY HAUGHT
NOTARY PUBLIC
My Commission Expires:

 ALEXANDRA RAY HAUGHT
My Commission CC355829
Expires Mar. 14, 1998
Bonded by HAI
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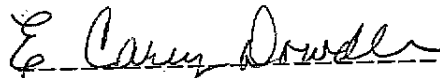
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

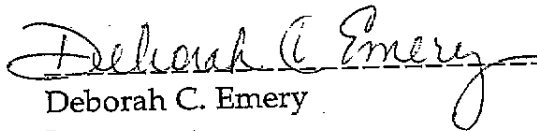
1. The name of the corporation is EMERALD LADIES' JOURNAL, INC.
2. The address of the registered office is 5 Clifford Drive, Shalimar, FL 32579.
3. The name of the registered agent at the registered office is Alexandra R. Haught.

Dated: February 12, 1998.



E. Carey Dowdle

Incorporator

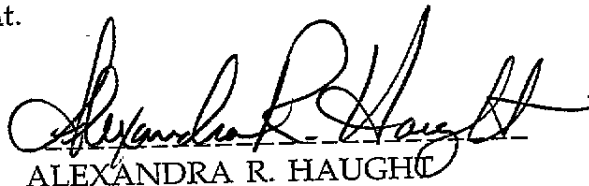


Deborah C. Emery

Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 12, 1998.


ALEXANDRA R. HAUGHT