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LAW OFFICES
MICHAEL J. BURLEY, P.A.

A PROFESSIONAL ASSOCIATION

1ST UNITED BANK BUILDING, SUITE 202

250 TEQUESTA DRIVE

TEQUESTA, FLORIDA 33469

TELEPHONE
(561) 744-3100

FAX
(561) 744-3111

May 13, 1998

The Secretary of State
Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

700002527737--0
-05/18/98--01110--011
*****70.00 *****70.00

RE: Articles of Incorporation

Dear Sir/Madam:

Enclosed herein for filing are the Articles of Incorporation
for the following:

REAL ANGELS, INC.

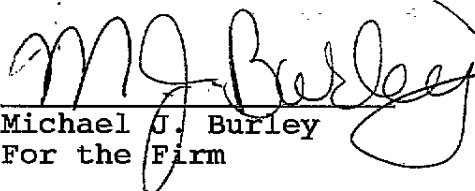
Also enclosed is a check in the amount of Seventy Dollars
(\$70.00) representing the \$70.00 fee to file the Articles of
Incorporation. Please send confirmation of filing in the enclosed
self-addressed envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

MICHAEL J. BURLEY, P.A.

BY:


Michael J. Burley
For the Firm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 18 PM 12:36

FILED

MJB/bm
Enclosure

Dmc
5/21/98

ARTICLES OF INCORPORATION
OF
REAL ANGELS, INC.

FILED
98 MAY 18 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is REAL ANGELS, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose of the corporation is to engage in Magazine Publishing and for any other activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
(AUTHORIZED SHARES)

The aggregate number of shares that the corporation shall have the authority to issue is; One Hundred (100) shares of capital common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 13833 Wellington Trace, Unit E4, Suite 304, Wellington, Florida 33414, and the name of the

initial registered agent at such address is MARYSUE JACOBS.

ARTICLE VI

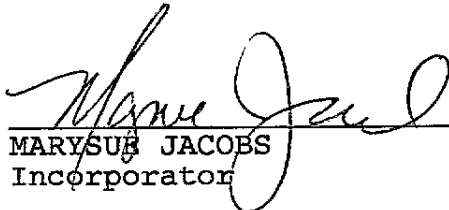
The name and address of the initial incorporators is as follows:

MARYSUE JACOBS
BRENDA LYNN ZASKEY
13833 Wellington Trace
Unit E4, Suite 304
Wellington, Florida 33414

ARTICLE VII

There shall be no cumulative voting.

IN WITNESS WHEREOF, the undersigned Incorporators, MARYSUE JACOBS and BRENDA LYNN ZASKEY, have executed these Articles of Incorporation on this 30th day of April, 1998.

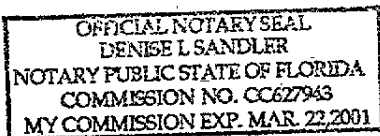

MARYSUE JACOBS
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BE IT KNOWN that on the 30th day of April, 1998, before me, a Notary Public, duly commissioned in and for the above County and State, personally appeared MARYSUE JACOBS and personally known to me or who produced FLORIDA Drivers License as identification, and known to be the same person described in and who executed the Articles of Incorporation, to be his act and deed, and did take an oath.

IN WITNESS WHEREOF, I have hereunto subscribed my name and

affixed my seal of Office the day and year last above written.



Denise L. Sandler
Notary Public, State of Florida
at Large

DENISE L. SANDLER
Printed Name of Notary Public

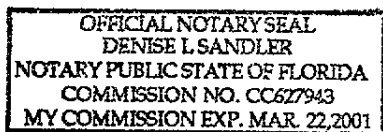
My Commission Expires:

Brenda Lynn Zaskey
BRENDA LYNN ZASKEY
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BE IT KNOWN that on the 30th day of April, 1998, before me, a Notary Public, duly commissioned in and for the above County and State, personally appeared BRENDA LYNN ZASKEY and personally known to me or who produced FLORIDA DRIVER'S LICENSE as identification, and known to be the same person described in and who executed the Articles of Incorporation, to be his act and deed, and did take an oath.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of Office the day and year last above written.



Denise L. Sandler
Notary Public, State of Florida
at Large

DENISE L. SANDLER
Printed Name of Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501(3) of the Florida Statutes, the following is submitted: REAL ANGELS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 13833 Wellington Trace, Unit E4, Suite 304, Wellington, Florida 33414, has named MARYSUE JACOBS, as its agent to accept service of process within Florida.

DATED this 30th day of April, 1998.


MARYSUE JACOBS
Registered Agent

FILED
98 MAY 18 PM 12:36
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

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.

DATED this 30th day of April, 1998.


MARYSUE JACOBS
Registered Agent