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ACCOUNT NO. : 072100000032

REFERENCE : 867877 5011275

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : June 24, 1998

ORDER TIME : 2:16 PM

ORDER NO. : 867877-005

CUSTOMER NO: 5011275

CUSTOMER: Donald P. Dufresne, Esq
BROAD AND CASSEL

Suite 500
400 Australian Avenue South
West Palm Beach, FL 33401

800002571689--6

DOMESTIC FILING

NAME: THE HORSEMAN MAGAZINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DMC
6/24/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

98 JUN 24 PM 3:51

98 JUN 24 PM 3:28

FILED

RECEIVED

**ARTICLES OF INCORPORATION
OF
THE HORSEMAN MAGAZINE, INC.**

FILED
98 JUN 24 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

The Horseman Magazine, Inc.

The address of the principal office of this corporation shall be:

11924 Forest Hill Boulevard
Suite 22
Wellington, Florida 33414

and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business related to general business.

ARTICLE III. AUTHORIZED SHARES

The Corporation shall be authorized to create and issue shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is Donald P. Dufresne, Esquire.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The name and street address of the initial member of the Board of Directors are:

Mary Sue Jacobs

11924 Forest Hill Boulevard
Suite 22
Wellington, FL 33414

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until her successors are elected or appointed, is:

Mary Sue Jacobs

President

Mary Sue Jacobs

Secretary/Treasurer

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald P. Dufresne, Esquire
Broad and Cassel
400 Australian Avenue, 5th Floor
West Palm Beach, Florida 33401

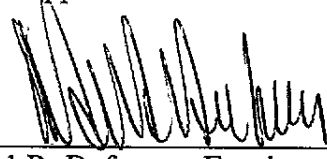
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 23rd day of June, 1998.

By: 
Donald P. Dufresne, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, The Horseman Magazine, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401 has named Donald P. Dufresne, Esquire, located at 400 Australian Avenue South, 5th Floor, West Palm Beach, Florida 33401, as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Donald P. Dufresne, Esquire
Registered Agent

98 JUN 24 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED