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PLEASE REPLY TO:

PALM BEACH OFFICE

PLANTATION PLAZA

6606 20TH STREET

VERO BEACH, FLORIDA 32966-7902

P. O. DRAWER M

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KEITH C. AUSTIN, JR., P.A.  
EUGENE W. MURPHY, JR., P.A.  
GEORGE P. ORD, P.A.  
FRANK T. PILOTTE, P.A.

OF COUNSEL  
PHILIP H. REID, JR.

July 31, 1998

Secretary of State's Office  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

500002606085--0  
-08/03/98--01118--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: *The History Buff, Inc.*  
Our File No.: 4612.001

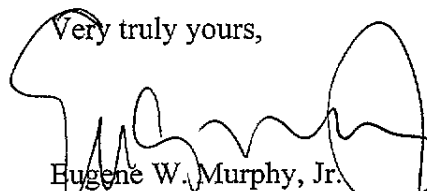
Ladies and Gentlemen:

Enclosed for filing please find Articles of Incorporation of The History Buff, Inc., together with our check in the amount of \$122.50 in payment of the filing fee, designation of Registered Agent and the certification fee. I have also enclosed a self-addressed, stamped envelope for your convenience in returning the duplicate copy to me stamped with the date of filing.

If you have any questions regarding the enclosed Articles of Incorporation, please feel free to contact me.

Very truly yours,

Eugene W. Murphy, Jr.



FILED  
98 AUG -3 AM 8:48  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EWM/mk

Enclosures

cc/w/enc.: Elwin E. Fraley, M.D.

g:\data\corporat\sec-stat.his 7/31/98 mk

CB  
8-7-98  
5

**ARTICLES OF INCORPORATION  
OF  
THE HISTORY BUFF, INC.**

**FILED**  
98 AUG -3 AM 8:48  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation is: THE HISTORY BUFF, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The street address of the initial principal address of the corporation is 32 Via Mizner, Palm Beach, Florida 33480 and the street address of the principal office is identical to the mailing address of the corporation.

**ARTICLE III**

**CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV**

**PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607, Florida Business Corporation Act.

**ARTICLE V**  
**CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 12,000 shares. Such shares shall be of a single class and shall have a par value of one cent (\$.01) each.

**ARTICLE VI**  
**DIRECTORS OF CORPORATION**

The number of the directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as the initial directors are:

<b><u>INITIAL DIRECTOR NAME:</u></b>	<b><u>ADDRESS</u></b>
Elwin E. Fraley, M.D.	17509 Bearpath Trail Eden Prairie, MN 55347
Joseph Maddalena	345 North Maple Drive, Suite 202 Beverly Hills, CA 90210

The directors shall be elected as provided in the By-Laws.

**ARTICLE VII**  
**NAME AND ADDRESS OF INITIAL REGISTERED AGENT**


The street address and city of the initial registered office of the corporation are: 340 Royal Palm Way, Suite 100, Palm Beach, FL 33480; and the name of the initial registered agent is Eugene W. Murphy, Jr.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Eugene W. Murphy, Jr.	340 Royal Palm Way, Suite 100 Palm Beach, FL 33480

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation  
executed these Articles of Incorporation this 31 day of July, 1998.

  
EUGENE W. MURPHY, JR., Incorporator


STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31st day of JULY,  
1998, by EUGENE W. MURPHY, JR. who is personally known to me and who did take  
an oath.



MARJORIE KENNEDY  
My Commission CC401377  
Expires Aug. 18, 1998  
Bonded by HAI  
800-422-1555

  
Notary Public  
MARJORIE KENNEDY  
Name of Notary - Printed/Typed

My Commission Expires: 8-18-98

CERTIFICATE OF DESIGNATION  
REGISTERED OFFICE/REGISTERED AGENT

**THE HISTORY BUFF, INC.**


Pursuant to the provisions of Section 607.0501, 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: THE HISTORY BUFF, INC.
2. The name and address of the registered agent for the corporation is:

Eugene W. Murphy, Jr.  
340 Royal Palm Way, Suite 100  
Palm Beach, Florida 33480

**ACKNOWLEDGMENT:**

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 registered agent.

  
EUGENE W. MURPHY, JR.  
Registered Agent

**FILED**  
98 AUG -3 AM 8:48  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA