

P98000068916

Murphy, Reid, Pilotte, Ord & Austin
A Partnership of
Professional Associations

ATTORNEYS AT LAW
SUITE 100

340 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480-4347
TELEPHONE (561) 655-4060
FAX (561) 832-5436

PLANTATION PLAZA
6606 20TH STREET
VERO BEACH, FLORIDA 32966-7902
P. O. DRAWER M
VERO BEACH, FLORIDA 32961-3012

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

PLEASE REPLY TO:

OF COUNSEL
PHILIP H. REID, JR.

PALM BEACH OFFICE

TELEPHONE (561) 567-6480
VERO FAX (561) 562-0220

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

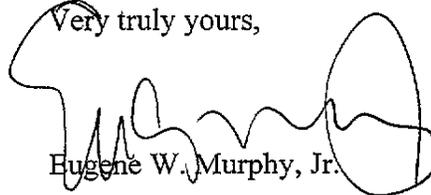
Re: The History Buff, Inc.
Our File No.: 4612.001

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:

<u>INITIAL DIRECTOR NAME:</u>	<u>ADDRESS</u>
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

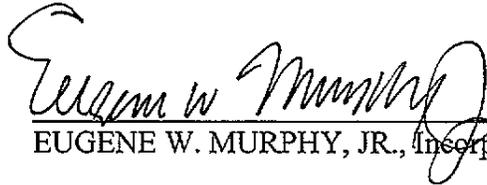
The street address and city of the initial registered office of the corporation are: 340 Royal Palm Way, Suite 100, Palm Beach, FL 33480; and the name of the initial registered agent is Eugene W. Murphy, Jr.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
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
800-422-1556


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