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LAW OFFICES OF JUSTIN G. JOSEPH, P.A.
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August 5, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Russo Publishing, Inc.

200002611592--1
-08/10/98--01060--005
*****70.00 *****70.00

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for Russo Publishing, Inc.

Additionally, I am enclosing my firm check in the amount of \$70 to cover the following itemized expenses:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ <u>35.00</u>
TOTAL	\$ 70.00

Thank you for your assistance in this matter.

Very truly yours,

Justin G. Joseph

JGJ:km
Enclosure(s)

FILED
98 AUG 10 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 12 1998

ARTICLES OF INCORPORATION

OF

RUSSO PUBLISHING, INC.

FILED

98 AUG 10 PM 2:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned JOSEPH RUSSO, III does hereby make, subscribe, acknowledge and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The names of this corporation shall be RUSSO PUBLISHING, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted is magazine publishing.

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock with par value of One Dollar (\$1.00).

The initial stockholders shall be JOSEPH RUSSO, III and DEANNA RUSSO. Initial stock issued shall be Five Hundred (500) shares to JOSEPH RUSSO, III and Five Hundred (500) shares to DEANNA RUSSO.

The 1000 shares held by the initial stockholders as listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 13118 72nd Terrace North, Seminole, FL 33776 and the name of the initial registered agent of this corporation at that address is JOSEPH RUSSO, III.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

OFFICERS OF THE CORPORATION

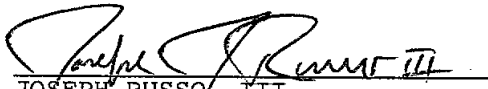
The officers of the corporation shall be JOSEPH RUSSO, III, President, and Secretary and DEANNA RUSSO, Vice President, and Treasurer.

ARTICLE VIII

INCORPORATORS

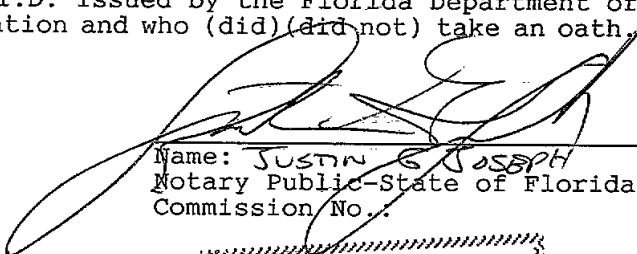
The name and address of the initial incorporator to these Articles of Incorporation are:

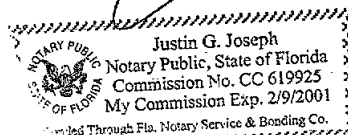
13118 72nd Terrace N.
Seminole, FL 33776


JOSEPH RUSSO, III

STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 5 day of August, 1998, by JOSEPH RUSSO, III, who is personally known to me or who has produced () a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; () a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; () a U.S. Military I.D.; () a Canadian or Mexican Driver's License issued by an official agency; () for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did)(did not) take an oath.


Name: JUSTIN G. JOSEPH
Notary Public-State of Florida
Commission No.:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

RUSSO PUBLISHING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Seminole, State of Florida, has named JOSEPH RUSSO, III, located at 13118 72nd Terrace, Seminole, FL 33776 as its agent to accept service of process within Florida.

SIGNATURE: Joseph Russo III

TITLE: INCORPORATOR

DATE: 8/5/98

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept 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.

Joseph Russo III
JOSEPH RUSSO, III
8/5/98
Date

FILED
98 AUG 10 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA