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FROM: ZUCKERMAN, SPAEDER, TAYLOR & EVANS

075467000342

CONTACT: BETH A MARLEY

PHONE: (305)358-5000

FAX #:

(305) 579-9749

NAME: DOUBLE A PUBLISHING, INC.

AUDIT NUMBER...... H98000020276

DOC TYPE......FLORIDA PROFIT CORPORATION OR

CERT. OF STATUS..0 CERT. COPIES.....1 PAGES.....

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ARTICLES OF INCORPORATION

OF

DOUBLE A PUBLISHING, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

DOUBLE A PUBLISHING, INC.

ARTICLE II

The mailing address of the corporation is:

201 South Biscayne Boulevard Miami Center - Suite 900 Miami, FL 33131

The address of the principal office is:

201 South Biscayne Boulevard Miami Center - Suite 900 Miami, FL 33131

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

ARTICLE VI

The address of the initial registered office is c/o Zuckerman Spaeder Taylor & Evans,

Andrew M. Litvak, Esq. Florida Bar No. 008958 Zuckerman Spaeder Taylor & Evans, LLP 201 S. Biscayne Blvd., Suite 900 Miami, FL 33131 (305) 358-5000

H98000020276

L.L.P., 201 South Biscayne Boulevard, Miami Center – Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is Andrew M. Litvak, who upon accepting this designation agrees to comply with the provisions of Section 48.091, *Florida Statutes*, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is one, whose name and address is:

Aaron Goodkin c/o Zuckerman Spaeder Taylor & Evans, LLP 201 South Biscayne Boulevard Miami Center - Suite 900 Miami, FL 33131

ARTICLE IX

The name and address of the Incorporator is:

Andrew M. Litvak c/o Zuckerman Spaeder Taylor & Evans, L.L.P. 201 South Biscayne Boulevard Miami Center – Suite 900 Miami, Florida 33131

ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Andrew M. Litvak, being the Incorporator of this corporation, make and file these Articles of Incorporation this 30th-day of October, 1998.

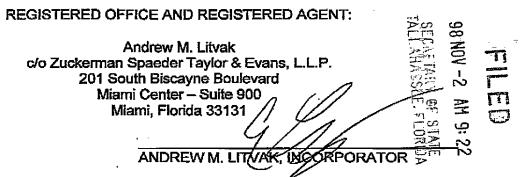
ANDREW M. LAYAM, INCORPORATOR

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

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

DOUBLE A PUBLISHING, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS APPOINTED ANDREW M. LITVAK, AN INDIVIDUAL WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. DOUBLE A PUBLISHING, INC.'S BUSINESS OFFICE IS IDENTICAL WITH THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:



WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.

ANDREW M. LITVAK AS REGISTERED AGENT FOR DOUBLE A PUBLISHING, INC.

STATE OF FLORIDA)

INOTAR

COUNTY OF DADE)

, , , ,

SWORN TO AND SUBSCRIBED before me this day of October, 1998.

1

OTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC451735 MY COMMISSION EXP. MAY 7,1999