

Division of Corporations

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Florida Department of State

Division of Corporations

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To:Division of Corporations
Fax Number : (850)922-4001**From:**Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904)359-2000
Fax Number : (904)359-8700

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

82243/101/0597KDD**FLORIDA PROFIT CORPORATION OR P.A.****Mint Magazine, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

MINT MAGAZINE, INC.

EFFECTIVE DATE
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TALLAHASSEE, FLORIDA

002

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Mint Magazine, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 4540 Southside Boulevard, Suite 7, Jacksonville, Florida 32216.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 50,000 shares of voting common stock having a par value of \$1.00 per share.

Prepared by: Linda Y. Kelso (FL Bar No. 298662)

Foley & Lardner

P.O. Box 240

Jacksonville, FL 32202

Telephone No. (904)359-2000

Fax Audit No. H98000023769

ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE VI**DIRECTORS**

Section 6.1 Number. This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Brian D. Flynn	13835 Tortuga Point Drive Jacksonville, Florida 32225
James M. Healey	1 st Street Jacksonville Beach, Florida 32250
Brian E. McCaffrey	4004 Jebb Island Circle W. Jacksonville, Florida 32224

ARTICLE VII**BYLAWS**

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

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**ARTICLE VIII
INCORPORATOR**

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

NAME

Chanley T. Howell

ADDRESS

200 Laura Street
Jacksonville, Florida 32202

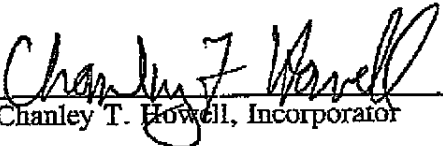
**ARTICLE IX
INDEMNIFICATION**

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE X
AMENDMENT**

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 18th day of December, 1998.



Chanley T. Howell, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree 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. I am familiar with and I accept the obligations of a registered agent.

F&L Corp.

BY: Charles V. Hedrick
Charles V. Hedrick, Authorized Signatory

Date: December 18, 1998

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