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Anthony J. Titone
ATTORNEY AND COUNSELOR AT LAW
7471 WEST OAKLAND PARK BOULEVARD
SUITE 110
FORT LAUDERDALE, FLORIDA 33319

CIVIL TRIAL LAWYER
CERTIFIED MEDIATOR
CERTIFIED ARBITRATOR

TELEPHONE (954) 742-2224
FACSIMILE (954) 749-3018

FLORIDA BAR 1971
NEW YORK BAR 1970
FEDERAL BAR 1974
TRIAL BAR 1983

March 11, 1998

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

800002805788--5
-03/15/99--01091--017
490.00 **78.75

RE: ARTICLES OF INCORPORATION

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the following :

MAGAZINE HOST, INC.
WORLD MAG NET, INC.
MUTUAL MAGAZINES, INC.
MAGAZINE SYSTEMS, INC.

Also, please find our check in the amount of \$490.00 for the filing of the four corporations and a certified copy of said Articles.

Very truly yours,

Anthony J. Titone
ANTHONY J. TITONE
Attorney at Law

AJT/sr
enclosure

Anthony Titone GAVE

AUTHORIZATION BY PHONE TO

CORRECTED

deleted last pf - not necessary for filing

DATE

asked Co. II - changed wording to incorporate

DOC. #KAM

FILED

99 MAR 15 PM 2:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

118 3/22/99

ARTICLES OF INCORPORATION
OF
MAGAZINE SYSTEMS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MAGAZINE SYSTEMS, INC.

The address of the principal office of this corporation shall be 7471 West Oakland Park Boulevard, Lauderhill, Florida 33319, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 per value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the Initial registered office of the corporation shall be 7471 West Oakland Park Boulevard, Lauderhill, Florida 33319, and the name of the initial registered agent of the corporation at that address is Anthony J. Titone.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Anthony J. Titone
7471 West Oakland Park Boulevard
Lauderhill, Florida 33319

IN WITNESS WHEREOF, the undersigned incorporator of MAGAZINE SYSTEMS, INC.

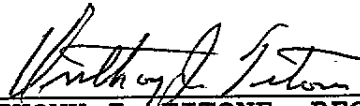
has hereunto set his hand and seal of ANTHONY J. TITONE on
March 1, 1999.


By: ANTHONY J. TITONE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Anthony J. Titone, Attorney at Law with offices located at 7471 West Oakland Park Boulevard, having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under section 607.0505, Florida Statutes.



ANTHONY J. TITONE, REGISTERED AGENT
MAGAZINE SYSTEMS, INC.