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LAW OFFICE
CARPENTER & BROWN, P.A.

ROGER L. BROWN
REAL PROPERTY LAW
CORPORATION AND BUSINESS LAW
TRIAL PRACTICE-GENERAL

DANIEL T. CARPENTER
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SAAR BUILDING • SUITE 100
201 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33334
TELEPHONE (954) 771-1850
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March 15, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

300002809339--2
-03/17/99-01072--002
****122.50 *****78.75

Re: HOME FLYER PUBLICATIONS, INC.

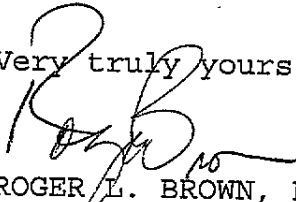
Gentlemen:

Enclosed please find two copies of the Articles of Incorporation regarding the above referenced corporation.

Also enclosed please find a check in the amount of \$122.50 to cover the filing fee (\$35.00), registered agent fee (\$35.00) and certified copy (\$52.50) for said corporation.

Please return a certified copy of the Articles of Incorporation to us in the enclosed self-addressed stamped envelope as soon as possible.

Very truly yours,


ROGER L. BROWN, ESQ.

RLB:dbk
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 4:51

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495

ARTICLES OF INCORPORATION
OF
HOME FLYER PUBLICATIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 4:51

ARTICLE I - NAME

The name of the corporation is HOME FLYER PUBLICATIONS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 5,000 shares of common stock having a par value of \$1.00 each, and such shall be designated "common shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale (by this corporation) for cash or property of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase their pro rata share thereof (as nearly

as may be done without issuance of fractional shares) at the price per share at which it is offered to others (based on cash value or fair market value of property involved in the sale).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1320 N.E. 46th Street, Fort Lauderdale, Florida 33334, and the name of the initial registered agent of this corporation at that address is MARK MAYER. The street address of the principal office of this corporation is 1320 N.E. 46th Street, Fort Lauderdale, Florida 33334.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

MARK MAYER
1320 N.E. 46th Street
Fort Lauderdale, Florida 33334

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is MARK MAYER, 1320 N.E. 46th Street, Fort Lauderdale, Florida 33334.

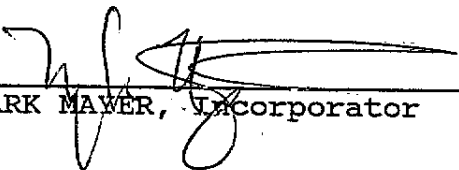
ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 15th day of March, 1999.



MARK MAYER, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

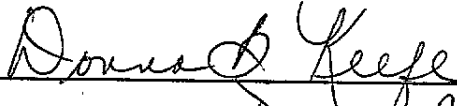


MARK MAYER, Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation and Acceptance of Registered Agent was acknowledged before me on March 15, 1999, by MARK MAYER, who is personally known to me or who has produced a Florida Driver's License as identification.


Printed Name: DONNA B. KEEFE

NOTARY PUBLIC

My Commission Expires:



DONNA B. KEEFE
COMMISSION # CC 640485
EXPIRES JUN 24, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 4:52