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May 25, 1999

State of Florida
Department of State
New Corporation Filing Division
409 East Gaines
Tallahassee, Florida 32399

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****122.50 *****78.75

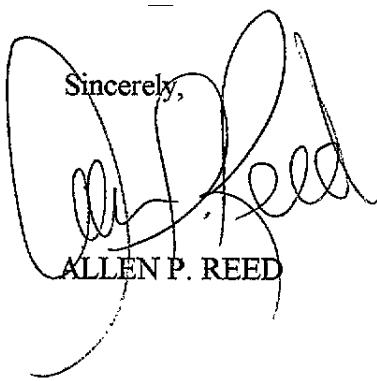
Re: MAGAZINE CONSULTANTS, INC.

Dear Filing Officer:

Enclosed are an original and one copy of the Articles of Incorporation for MAGAZINE CONSULTANTS, INC., a new Florida for-profit corporation. Please file the original in your offices and return to this office one certified copy.

A check in the amount of \$122.50 covering the various fees in connection herewith is enclosed.

Sincerely,


ALLEN P. REED

w/encls.

FILED
99 MAY 28 AM 8:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUN 4 1999

**ARTICLES OF INCORPORATION
OF
MAGAZINE CONSULTANTS, INC.**

I, the undersigned incorporator, do hereby make, subscribe, execute, acknowledge, and deliver for filing this Certificate of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I. NAME; ADDRESS

The name of this corporation will be MAGAZINE CONSULTANTS, INC.. The principal office and business address of this corporation is 6722 Canary Palm Circle, Boca Raton, Florida 33433.

ARTICLE II. PURPOSE AND POWERS

The general nature of the business and the objects and purposes to be transacted and carried on are, to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III. STOCK

The stock of this corporation will be divided into 1,000 shares of stock, at no par value per share. All said stock will be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose. Property, labor, or services may be purchased or paid for with capital stock, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE IV. TERM

This corporation will have perpetual existence.

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99 MAY 28 AM 8:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V. DIRECTORS

The number of directors of this corporation will be not less than one nor more than three. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws. A majority vote of the directors shall be required for corporate acts requiring the consent of the Board of Directors.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

The initial Board shall consist of one (1) director and the name and address of the person who shall serve as director is NEIL HOFFMAN, 6722 Canary Palm Circle, Boca Raton, Florida 33433.

ARTICLE VI. OFFICERS

The names and post office address of the President, Vice President, Secretary, and Treasurer (any and all of which offices may be held by the same person) who will hold office until the successors are either elected, appointed, or have qualified are NEIL HOFFMAN, President/Secretary-Treasurer, 6722 Canary Palm Circle, Boca Raton, Florida 33433.

ARTICLE VII. INCORPORATOR

The name and post office address of the incorporator making, subscribing, signing, executing, acknowledging, and causing to be delivered this Certificate of Incorporation for filing with the Department of State are ALLEN P. REED, 1590 N.E. 162nd Street, Suite 200, North Miami Beach, Florida 33162.

ARTICLE VIII. REGISTERED AGENT

The registered agent and street address of the registered office, place of business, or location for the service of process within this State is ALLEN P. REED, 1590 N.E. 162nd Street, Suite 200, North Miami Beach, Florida 33162.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged the foregoing Certificate of Incorporation to be filed in the office of the Secretary of State, State of Florida, this 25 day of May, 1999.

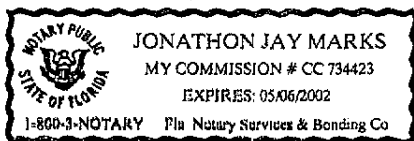


ALLEN P. REED, Incorporator

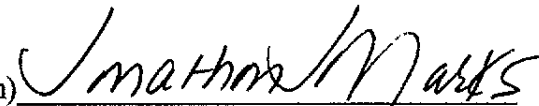
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25 day of May, 1999 by ALLEN P. REED, who is personally known to me.



(sign)



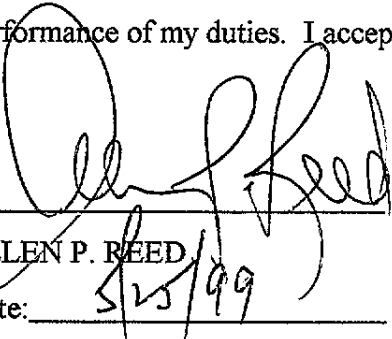
Jonathon J. Marks
Notary Public, State of Florida At Large
My Commission expires

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

Pursuant to the provisions of Chapter 607, Florida Statutes, the following is submitted:

MAGAZINE CONSULTANTS, INC., desiring to organize under the laws of the State of Florida, has named Allen P. Reed, of 1590 N.E. 162nd Street, Suite 200, North Miami Beach, Florida 33162, as its Agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate of Incorporation, I hereby accept this appointment, agree to serve in this capacity and to comply with the provisions of all Statutes relative to the proper and complete performance of my duties. I accept the duties and obligations of Chapter 607, Florida Statutes.



ALLEN P. REED

Date: 5/25/99

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SECRETARY OF STATE
TALLAHASSEE FLORIDA