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Division of Corporations

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Florida Department of State
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

NORTH SOUTH NETWORK, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
NORTH SOUTH NETWORK, INC.

The undersigned Incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 1 - NAME

The name of the Corporation shall be **NORTH SOUTH NETWORK, INC.,** (hereinafter, "Corporation").

ARTICLE 2 - 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 including, but not limited to, development, distribution and sales of periodicals, advertising and related services associated with the publishing industry.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 6685 Via Regina, Boca Raton, Florida 33433.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Micky Handler
6685 Via Regina
Boca Raton, Florida 33317

ARTICLE 5 - CAPITALIZATION

The maximum number of shares that the corporation is authorized at any time to have outstanding is **ONE THOUSAND (1,000)** shares of common stock, each having a par value of **ONE DOLLAR (\$1.00)**.

CBS Financial, CPA, PA
By: Luis A. Escobar, Jr. CPA
5440 N. State Road 7, Suite 211
Ft. Lauderdale, FL 33319
(954) 730-3511 - Facsimile (954) 730-3611

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ARTICLE 6 - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 7 - OFFICERS

The officers of this corporation shall be:

President:	Micky Handler
Vice-President:	Micky Handler
Secretary:	Micky Handler
Treasurer:	Micky Handler

whose addresses shall be the same as the principal office of this Corporation.

ARTICLE 8 - DIRECTORS

The Directors of this Corporation shall be:

Micky Handler

whose addresses shall be the same as the principal office of this Corporation.

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All shares of the stock of this Corporation may be subject a Shareholders' Restrictive agreement. If so, numerous restrictions on the rights of shareholders of this Corporation as well as transferability of the shares of stock of the Corporation may be contained therein. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation is 6685 Via Regina, Boca Raton, Florida 33433. The registered agent of this Corporation is Micky Handler, 6685 Via Regina, Boca Raton, Florida 33433.

ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation are to be effective upon approval by the Secretary of State of the State of Florida.

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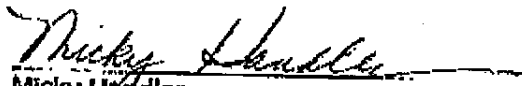
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IN WITNESS THEREOF, the undersigned has hereunto set their hand and seal, acknowledged and filed these foregoing Articles of Incorporation under the laws of the State of Florida, this June 24, 1999.


Micky Handler, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, Micky Handler, having a business office identical with the registered office of the above Corporation, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Micky Handler

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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