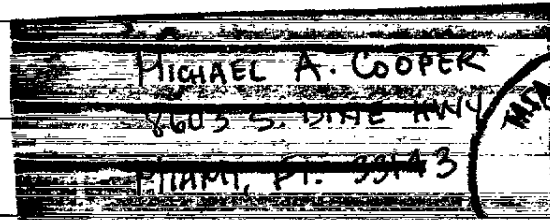


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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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TALLAHASSEE, FLORIDA

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. GALLMON-CASE JUL 14 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION OF COOPER GALLO PUBLISHING CORP.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION WHO IS COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

### ARTICLE I NAME OF CORPORATION

The name of the corporation is and shall be: **Cooper Gallo Publishing Corp.**

### ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at **8603 South Dixie Highway, Suite 413, Miami, Florida, 33143**, with the privilege of having additional offices at other places within the State of Florida.

### ARTICLE III CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be one hundred (100) shares of common stock at no par value. There shall be only one (1) class of shares.

### ARTICLE IV STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION

The amount of capital with which the corporation shall commence business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS. The incorporators named hereinafter agree to purchase one hundred (100) shares for the consideration of \$500.00.

**ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office and registered agent of the corporation shall be **Gregory B. Taylor, Esq., 8751 West Broward Blvd., Suite 408, Plantation, Florida, 33324.**

**ARTICLE VI  
INCORPORATOR**

**Michael A. Cooper and Jose L. Gallo** are the incorporators and the address is **8603 South Dixie Highway, Suite 413, Miami, Florida, 33143.**

**ARTICLE VII  
GENERAL PURPOSE AND NATURE OF CORPORATION**

The general purposes for which this corporation is being initially organized are as follows:

The transaction of any and all lawful business for which corporations may be organized to transact under **Chapter 607, Florida General Corporation Act.**

The Specific Nature of the Business is to act as a publishing company in the State of Florida.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be two (2) and the name and address of the person(s) who is(are) to serve as members is(are):

**NAME**

**ADDRESS**

Michael A. Cooper  
(Director)

8603 S. Dixie Highway  
Suite 413  
Miami, Florida 33143

Jose L. Gallo  
(Vice-Director)

8603 S. Dixie Highway  
Suite 413  
Miami, Florida 33143

**ARTICLE IX  
PREEMPTIVE RIGHTS OF STOCKHOLDERS**

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

**ARTICLE X  
NUMBER OF DIRECTORS**

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

**ARTICLE XI  
EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

**ARTICLE XII  
QUALIFICATION AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the shareholders.

**ARTICLE XIII  
REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provision of **Section 607.0808, Florida Statutes**.

## **ARTICLE XIV COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts as set forth in **Section 607.0825(1)(a-e) Florida Statutes**.

## **ARTICLE XV ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors, is filed in the minutes of the proceedings of the board of directors.

## **ARTICLE XVI AMENDMENT OF ARTICLE OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of **Sections 607.1001 - .1006, Florida Statutes**.

## **ARTICLE XVII GENERAL POWERS**

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in **Section 607.0302, Florida Statutes**.

## **ARTICLE XVIII OFFICERS**


The officers of this corporation shall consist of a president, a vice-president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of the corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

**ARTICLE XIX  
DURATION OF CORPORATE EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Article of Incorporation by the Department of State.

IN WITNESS WHEREOF, we have hereunto set my hand and seal this 28 day of June, 1999.

  
\_\_\_\_\_  
Michael A. Cooper

  
\_\_\_\_\_  
Jose L. Gallo

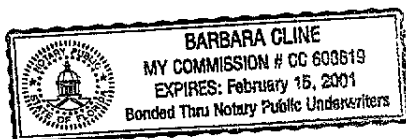
STATE OF FLORIDA     )  
                                      )  
COUNTY OF ~~BROWARD~~     )  
                                      )  
                                      DADE

BEFORE ME, the undersigned authority, personally appeared Michael A. Cooper and Jose L. Gallo, to me well known as the person described herein and who executed and subscribed to the foregoing Articles of Incorporation and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 1<sup>st</sup> day of July, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Cooper Gallo Publishing Corp.

2. The name and address of the registered agent and office is:

Gregory B. Taylor, Esq.

(NAME)

8751 West Broward Blvd. #400

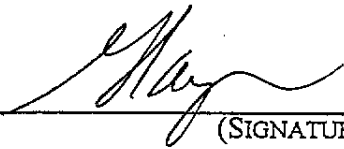
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Plantation, FLORIDA 33324

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(SIGNATURE)

8/24/99

(DATE)