



THE UNITED STATES
CORPORATION
COMPANY

P9900006834

99 JUL 27 AM 9:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pizub

ACCOUNT NO. : 072100000032

REFERENCE : 320668 80571A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 27, 1999

ORDER TIME : 11:20 AM

ORDER NO. : 320668-005

CUSTOMER NO: 80571A

400002943374--1

CUSTOMER: David M. Krause, Esq
DAVID M. KRAUSE, ESQ
DAVID M. KRAUSE, ESQ
801 Brickell Avenue, Ste 1501

Miami, FL 33131

DOMESTIC FILING

NAME: DENON MAGAZINES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH
7/28/99

RECEIVED
99 JUL 27 PM 3:15
DIVISION OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
DENON MAGAZINES, INC.

FILED

99 JUL 27 AM 9:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **DENON MAGAZINES, INC.**, having its principal place of business at 3001 S.W. 28 Lane, Suite 5, Coconut Grove, Florida 33133.

ARTICLE II

The corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: LUISA VARGAS

REGISTERED OFFICE: 3001 S.W. 28 Lane
Suite 5
Coconut Grove, Fl 33133

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT: LUISA VARGAS

FILED

99 JUL 27 AM 9:35

ARTICLE VI

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The number of Directors constituting the initial Board of Directors of the Corporation is One.

ARTICLE VII

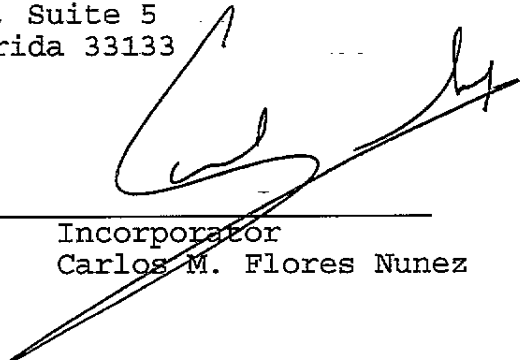
The name and address of the member of the initial Board of Directors is:

CARLOS M. FLORES NUNEZ
3001 S.W. 28 Lane, Suite 5
Coconut Grove, Florida 33133

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is:

CARLOS M. FLORES NUNEZ
3001 S.W. 28 Lane, Suite 5
Coconut Grove, Florida 33133

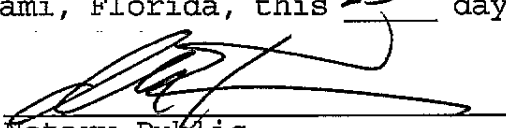


Incorporator
Carlos M. Flores Nunez

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared CARLOS M. FLORES NUNEZ, who is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this 23 day of July, 1999.



Notary Public

