

P99000084054

ADDISON E. WALKER

ATTORNEY AT LAW

4313 NEPTUNE ROAD

ST. CLOUD, FLORIDA 34769

TELEPHONE

(407) 892-2525

FAX

(407) 892-5536

September 17, 1999

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

300002991253--3

-09/20/99--01102--002

****122.50 *****78.75

Re: SOUTHERN COASTAL ANGLER MAGAZINE, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of ~~Dissolution~~ for the above-named Florida corporation. Also enclosed is our firm's check in the amount of \$122.50, representing payment for the Filing Fee, and a Certified Copy Fee. Please file the enclosed Articles of Dissolution, and return a certified copy to the undersigned.

Thank you for your help with this matter.

Very truly yours,

Addison E. Walker

ADDISON E. WALKER

AEW/mw
Encls.

D. BROWN SEP 22 1999

ARTICLES OF INCORPORATION
OF
SOUTHERN COASTAL ANGLER MAGAZINE, INC.

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following ARTICLES OF INCORPORATION.

ARTICLE I

The name of the corporation is SOUTHERN COASTAL ANGLER MAGAZINE, INC. The principal office and mailing address of the corporation is 4960 Mikeal Lane, St. Cloud, FL 34771.

ARTICLE II

The duration of the corporation shall be perpetual. The date of the commencement of corporate existence shall be the date the ARTICLES OF INCORPORATION are filed with the Secretary of State.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To print, publish, distribute, buy, sell, acquire rights to, and generally deal in fishing and sporting magazines, books, periodicals, and other publications dealing in or having to do with fishing and sporting subjects of all kinds, character, and description, and in connection with those activities, to do all acts or things as may be deemed necessary or required.

2. To start, acquire, print, publish, and circulate, or otherwise deal with, any magazine or magazines, or other publications, and generally to carry on the business of magazine proprietors and general publishers; to hold or promote competitions of any description authorized by law, which may be calculated to increase the business of the company or to advertise or promote the sale of any publication issued by it or in which it is interested, and to give prizes in connection with such competitions or otherwise; and to carry on the trade or business of general printers, lithographers, engravers, and advertising agents.

3. To engage in the general publishing business; to acquire all rights in literary properties and publish the same on a royalty basis; to publish under contract the literary properties of others; and to buy, lease, acquire, maintain, and dispose of buildings, real property, printing plants, printing presses, and all such

incidental machinery and appliances as may be necessary or useful in the general publishing business.

4. To transact any other trade or business which can, in the opinion of the management of the corporation, be advantageously carried on in connection with or auxiliary to the general purposes of the corporation, and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share. The stock shall be issued and redeemed as follows:

1. There shall be one class of common stock; there shall be no preferred stock, and the stock shall not be issued as a special class in series. The shareholders shall not have any pre-emptive rights.

2. The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

3. The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the director or directors.

4. The stock shall be issued from time to time as may be determined by the Board of Directors.

5. Upon dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as holdings may appear upon the stock record of the corporation.

ARTICLE V

The presence, at any stockholders meeting, in person or by proxy, of persons entitled to vote a simple majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. The affirmative vote of a simple majority of the outstanding shares of the corporation shall be the act of the stockholders.

ARTICLE VI

These ARTICLES OF INCORPORATION may be amended in the manner provided by law. The amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a simple majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written document stating their intention that a certain amendment of these ARTICLES OF INCORPORATION be made.

ARTICLE VII

The initial street address of the registered office of the corporation in the State of Florida is 4960 Mikeal Lane, St. Cloud, FL 34771. The name of the initial registered agent at that address is Albert J. Bernetti.

ARTICLE VIII

The initial director of this corporation is Albert J. Bernetti, whose address is 4960 Mikeal Lane, St. Cloud, FL 34771. At the first annual meeting of the shareholders, and at each annual meeting thereafter, the shareholders shall elect a director or directors, to hold office until the next succeeding annual meeting of shareholders. There shall never be less than one director.

ARTICLE IX

The name and address of the person signing these ARTICLES OF INCORPORATION as the Incorporator is:

NAME	ADDRESS
Albert J. Bernetti	4960 Mikeal Lane St. Cloud, FL 34771

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed and subscribed the foregoing ARTICLES OF INCORPORATION on this 17th day of September, 1999.



ALBERT J. BERNETTI

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared ALBERT J. BERNETTI, to me known to be the person described as Incorporator, and who executed the foregoing ARTICLES OF INCORPORATION, and who did duly swear before me that he subscribed to these ARTICLES OF INCORPORATION on the 17th day of September, 1999.

Mary L. Walker

NOTARY PUBLIC, State of FL
My Commission Expires:



Mary L. Walker
MY COMMISSION # CC602914 EXPIRES
January 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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

In compliance with Section 48.091, Florida Statutes, and
Chapter 607 et seq., Florida Statutes, the following is submitted:

That SOUTHERN COASTAL ANGLER MAGAZINE, INC., desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated in the ARTICLES OF INCORPORATION, has named
ALBERT J. BERNETTI, located at 4960 Mikeal Lane, St. Cloud, FL
34771, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
named Corporation, at the place designated in this certificate, the
undersigned agrees to act in this capacity, and agrees to comply
with the provision of Florida Law relative to keeping the
designated office open.

September 17, 1999
Date

Albert J. Bernetti
ALBERT J. BERNETTI
Registered Agent