

**Berger
Davis &
Singerman**
Attorneys At Law

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PO0000065085

July 5, 2000

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: WISE PUBLISHING CORPORATION

Gentlemen:

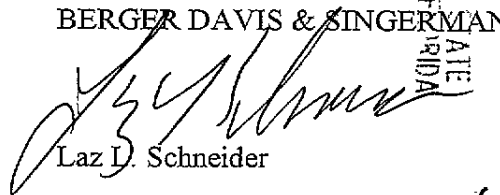
Enclosed herewith are:

1. One executed original and a xerox copy of Articles of Incorporation of WISE PUBLISHING CORPORATION.
2. Our check in the amount of \$78.75 in payment of the following:
 - (a) filing fee in the amount of \$35.00;
 - (b) certified copy in the amount of \$8.75; and
 - (c) registered agent fee in the amount of \$35.00.

If you have any questions, please telephone.

Very truly yours,

BERGER DAVIS & SINGERMAN



Laz L. Schneider

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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LLS:mw
Enclosures

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**ARTICLES OF INCORPORATION
OF
WISE PUBLISHING CORPORATION**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: WISE PUBLISHING CORPORATION

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The number of shares which the Corporation is authorized to have outstanding is 4,000 shares, consisting of 2,000 shares of Common Stock, par value \$1.00 per share, (hereinafter called "Common Stock"), and 2,000 shares of Class B Common Stock, par value \$1.00 per share, (hereinafter called "Class B Common Stock").

The express terms of the shares of each class are as follows:

(a) the Common Stock shall have all of the rights and privileges of Common Stock as provided under Chapter 607, Florida Statutes.

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TALLAHASSEE, FLORIDA

(b) The Class B Common Stock shall have all of the rights and privileges of Common Stock under Chapter 607 of the Florida Statutes except that Class B Common Stock shall have no right to vote at regular or special meetings of the Shareholders of the Corporation except as may otherwise specifically be required by Chapter 607, Florida Statutes. Except for the absence of voting rights, Class B Common Stock and Common Stock shall in all other aspects be identical.

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this Corporation is 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301 and the initial registered agent of this Corporation at that address shall be Laz L. Schneider.

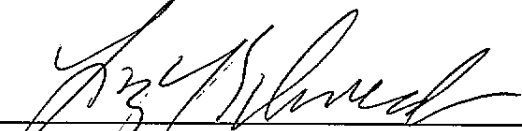
ARTICLE VII

INCORPORATOR

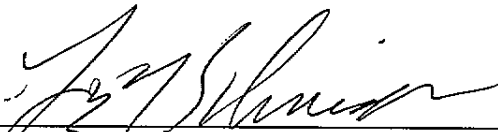
The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Laz L. Schneider	350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal, this 5th of July, 2000.


Laz L. Schneider

THE UNDERSIGNED, named as the registered agent in Article VI of these Articles of Incorporation hereby consents to act as such registered agent.


Laz L. Schneider

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