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FLORIDA PROFIT CORPORATION OR P.A.

EDITORIAL OCEANO INC.

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FLORIDA DEPARTMENT OF STATE
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February 25, 2002

CORPORATE & CRIMINAL

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**ARTICLES OF INCORPORATION
OF
EDITORIAL OCEANO INC.**

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ARTICLE I

The name of the corporation is **EDITORIAL OCEANO INC.** (the "Corporation").

ARTICLE II

The name and address of the Corporation's initial registered office is Corpdirect Agents, Inc., 103 N. Meridian St., Lower Level, Tallahassee, Florida 32301. This address shall be used as the principal and mailing address.

ARTICLE III

This Corporation shall have authority to issue Fifty Thousand (50,000) shares of Common Capital Stock having a par value of \$0.01 per share. Stock shall be issued only as authorized by the affirmative vote of holders of a majority of the shares of the Common Capital Stock of the Corporation entitled to vote and represented at a meeting at which a quorum is present.

ARTICLE IV

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE V

These Articles of Incorporation and the Bylaws of the Corporation may only be adopted, amended, altered, changed or repealed pursuant to the affirmative vote of a majority of the shares of the Common Capital Stock of the Corporation entitled to vote and represented at a meeting at which a quorum is present.

ARTICLE VI

The name of the Incorporator is Bert Diaz, Esq., and the address of the Incorporator is Greenberg Traurig, P.A., 1221 Brickell Avenue, 22nd Floor, Miami, Florida 33131.

ARTICLE VII

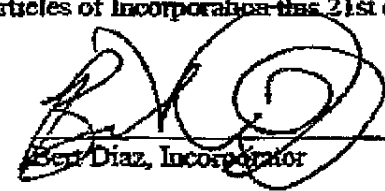
The purpose of the Corporation shall be to transact all lawful business, including but not limited to the editing, publishing, promoting, purchase and sale, import, export, distribution and marketing of all forms of literary, scientific, artistic, academic, philosophical, educational, recreational, and general cultural works which may be reproduced in any form of print, including by way of example and not by limitation, books, bound volumes and other means of graphic

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representation, or any other form of presentation, methodology, supporting materials, media, method or process that may currently exist or which may come into existence in the future for the purpose of printing, engraving, reproducing or distributing such works to the public and the publication, distribution and commercialization of information and content through electronic mediums (e.g. the Internet). The Corporation shall have the power to purchase or otherwise obtain all rights and property in all forms, enter into obligations and exercise all such acts as are lawful and not otherwise prohibited by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21st day of February, 2002.



Ber Diaz, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of EDITORIAL OCEANO, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPDIRECT AGENTS, INC.

Garn Wolfe

as Agent for the Registered Agent

Dated: February 22, 2002

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