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FLORIDA PROFIT CORPORATION OR P.A.
SBD/WATERFRONT MEDIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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TS02/3/104

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**ARTICLES OF INCORPORATION
OF
SBD/WATERFRONT MEDIA, INC.**

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ARTICLE I - NAME

The name of this corporation is SBD/WATERFRONT MEDIA, INC. ("Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

5100 Town Center Circle, Suite 400
Boca Raton, Florida 33486

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of one cent (\$0.01) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the Corporation's registered office in the State of Florida is 103 N. Meridian Street, Lower Level, Tallahassee, Florida 32301, and the name of its registered agent at such office is CorpDirect Agents, Inc.

ARTICLE IX - INCORPORATOR

The name and address of the sole incorporator is Robert J. Robes, Esq., Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of March, 2004.



ROBERT J. ROBES, Incorporator

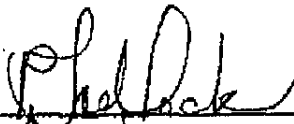
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VIII of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 30th day of March, 2004.

CORPDIRECT AGENTS, INC.

By: 
Its: Agent

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