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March 20, 1997

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

RE: The Wordshop, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for The Wordshop, Inc., and a check in the amount of \$122.50 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,


Scot E. Samis

SES/mmb
Enclosure

FILED
97 MAR 24 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 3/26/97

ARTICLES OF INCORPORATION
OF
THE WORDSHOP, INC.

FILED
97 MAR 24 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE WORDSHOP, INC.

The principal place of business of this corporation shall be 5081 Foxbridge Circle, North, #156, Clearwater, FL 34620.

ARTICLE II. NATURE OF BUSINESS

The creation and providing of literary and multi-media works and related services and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5081 Foxbridge Circle, North, #156, Clearwater, FL 34620, and name of the initial registered agent of the corporation at that address is N. Cristian Brown.

ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxed as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

ARTICLE VII. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors is:

N. Cristian Brown
5081 Foxbridge Circle, North, #156
Clearwater, FL 34620

Susan L. Civil-Brown
5081 Foxbridge Circle, North, #156
Clearwater, FL 34620

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Susan L. Civil-Brown, President
5081 Foxbridge Circle, North, #156
Clearwater, FL 34620

N. Cristian Brown, Secretary
5081 Foxbridge Circle, North, #156
Clearwater, FL 34620

ARTICLE IX. SUBSCRIBER

The names and street addresses of the subscribers to these Articles of Incorporation are:

Susan L. Civil-Brown
5081 Foxbridge Circle, North, #156
Clearwater, FL 34620

N. Cristian Brown
5081 Foxbridge Circle, North, #156
Clearwater, FL 34620

IT WITNESS WHEREOF, the undersigned have hereunto set their hand and seal on this 2/ day of March, 1997.

N. Cristian Brown
N. Cristian Brown

Susan L. Civil-Brown
Susan L. Civil-Brown

STATE OF FLORIDA
COUNTY OF PINELLAS

2/ The foregoing instrument was acknowledged before me this day of March, 1997.

STZ
Notary Public
My Commission expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

2/ The foregoing instrument was acknowledged before me this day of March, 1997.

STZ
Notary Public
My Commission expires:

CERTIFICATE OF DESIGNATING REGISTERED AGENT

THE WORDSHOP, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named N. Cristian Brown, with street address at 5081 Foxbridge Circle, North, #156, Clearwater, FL 34620, as its agent to accept service of process within this State.

N. Cristian Brown
N. Cristian Brown, Subscriber

Dated: 3/21/97

ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity this 21 day of March,
1997.

MATTHEW CRISTIAN BROWN
N. Cristian Brown

FILED
97 MAR 24 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA