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August 29, 1997

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

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-09/02/97--01074--016
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Enclosed are Articles of Incorporation for Sapphire Moon Publishing, Incorporated and a check, made payable to the Secretary of State, in the amount of One Hundred twenty-two & 50/100 Dollars (\$122.50) to cover the cost of filing these Articles. Please return a certified copy to me in the pre-stamped, self-addressed Priority Mail envelope.

Thank you for your cooperation in this matter.

Sincerely,

EFFECTIVE DATE

09/01/97

Sally J. Kircher/R.S.

Sally J. Kircher

FILED
97 SEP -2 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nadeau 'SEP 4 1997'

ARTICLES OF INCORPORATION
OF
SAPPHIRE MOON PUBLISHING, INCORPORATED

FILED
97 SEP -2 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation is Sapphire Moon Publishing, Incorporated.

EFFECTIVE DATE

09/01/97

ARTICLE II

PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The principal office and mailing address of this Corporation is 327 Brook Circle East, Jacksonville, Duval County, Florida 32211 and the registered office of the Corporation in this State is: Independent Life Building - Suite 3303, One Independent Drive, Jacksonville, Florida, 32202. The registered agent at this registered office is Sally J. Kircher, Esquire. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having no par value. None of the shares of the Corporation may be issued to anyone other than an individual who has been approved as a shareholder by the Board of Directors.

ARTICLE IV

INCORPORATORS

The name and post office address of the incorporator is:

Patricia Kay Michaels
327 Brooks Circle, East
Jacksonville, Florida 32211

ARTICLE V

RESTRAINT ON ALIENATION OF SHARES

The shareholders of the common stock of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the stockholders of the common stock of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding common stock of the Corporation by any of its shareholders or disposition of said shares in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell, transfer or otherwise dispose of his shares except in accordance with the provisions of these Articles of Incorporation and the By-Laws adopted by the Shareholders as specified in this section.

ARTICLE VI

TERM OF EXISTENCE

The Corporation is to exist perpetually unless terminated sooner pursuant to the provisions of the bylaws of the Corporation.

ARTICLE VII

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is as follows:

- a. To engage in the business of publishing and distributing books, CDROMs, audiocassettes, sounding recordings, videocassetts and movies.
- b. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments and to own real and personal property necessary for achieving its corporate purpose;
- c. To engage in any other lawful business permitted by the laws and regulations of the state of Florida;
- d. To do everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation and in general, either alone or in association with other corporations, firms, or individual, to carry on any lawful pursuit necessary or incidental to the accomplishments of the purposes or the attainment of the objects or the furtherance of such purposes or the objects of the Corporation.

The foregoing paragraph shall be construed as enumerating both objectives and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE VIII

DIRECTORS

The Board of Directors shall consist of from one (1) to seven (7) members, with the initial Board of Directors consisting of one (1) member, as follows:

Patricia Kay Michaels
327 Brooks Circle, East
Jacksonville, Florida 32211

ARTICLE IX

CONTRACTS

No contract or other transaction between the Corporation and any person or other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation and any director, individually or jointly, may be a party to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no person, firm or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation and every person who may become a director of the Corporation is hereby relieved

from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE X

ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

- a. To enter into or become a partner in any arrangement for the sharing of profits, union of interest, or cooperation, joint venture or otherwise with any person, firm or corporation which is not in conflict with its corporate purpose.
- b. When the board of directors so determines, to offer to sell any increase in the number of shares of common stock which the Board of Directors approves first to shareholders of record, pro rata, in relation to their then present holdings in accordance with the Bylaws adopted by the Corporation setting forth the terms and conditions of such purchase.
- c. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.
- d. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in

accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

- e. To enter into, for the benefit of its employees, one or more of the following:
 - 1. a pension plan
 - 2. a profit-sharing plan
 - 3. a thrift and savings plan
 - 4. other retirement, health care, disability or incentive compensation plans

ARTICLE XI

INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE XII

BY-LAWS

The Shareholders and Incorporators shall adopt Bylaws for this Corporation and the Board of Directors may, from time to time, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE XIII

AMENDMENTS

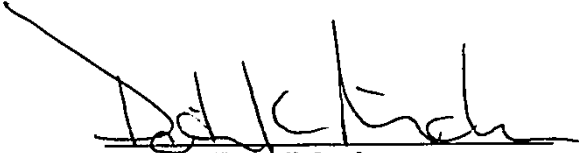
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIV

EFFECTIVE DATE

These Articles of Incorporation shall be effective as of September 1, 1997.

IN WITNESS WHEREOF, the undersigned, as Incorporator of the Corporation, has executed the foregoing Articles of Incorporation on this 29 day of August, 1997.


Patricia Kay Michaels
Incorporator

STATE OF FLORIDA)

COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared Patricia Kay Michaels who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 29th day of August, 1997. Patricia Kay Michaels is personally known to me or has produced FLDL m24269155⁸⁴⁰⁻⁰ as identification.

Bernice E. Kress

NOTARY PUBLIC, State of Florida

My Commission Number is:

My Commission expires:



BERNICE E. KRESS
MY COMMISSION # CC465854 EXPIRES
May 21, 1999
*PAID THRU TROY FAIR INSURANCE, INC.

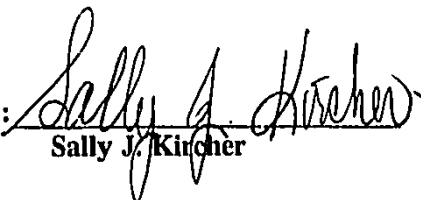
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statute, the following is submitted, in compliance with said Act.

First, that **Sapphire Moon Publishing, Incorporated**, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation in Jacksonville, Duval County, State of Florida, has named **Sally J. Kircher**, located at Independent Life Building - Suite 3303, One Independent Drive, Jacksonville, Duval County, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office.

By: 
Sally J. Kircher

EFFECTIVE DATE

09/01/97

FILED
97 SEP -2 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA