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TRANSMITTAL LETTER FILED

99 JAN 11 PM 12:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: Word Press Kwenzaa, Inc.  
(Proposed corporate name - must include suffix)

900002736179--0  
-01/11/99--01052--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee & Certificate

\$122.50  
Filing Fee & Certified Copy

~~\$131.25~~  
Filing Fee, Certified Copy & Certificate

New rate per phone call on 1/8/99. #7

Additional Copy Required For Profit corporation.

FROM: Alexander Tripp, Sr.  
Name (printed or typed)

8957 Inngate Drive  
Address

Jacksonville, FL 32244  
City, State & Zip

904-542-3008  
Daytime Telephone number

P. Hall  
JAN 12 1999  
(5)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
FOR  
WORD PRESS KWANZAA, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be **Word Press Kwanzaa, Inc.** This name derives from the fact that Alexander Tripp, Sr. is the author and originator of the book project titled "The Simplified Kwanzaa".

ARTICLE II: PURPOSE & NATURE OF BUSINESS

To manufacture, produce, purchase, distribute, or otherwise acquire, and to own, mortgage, pledge, sell, import, export, assign, transfer or otherwise dispose of, and invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association mutual fire insurance association, or fraternal benefit society.

To conduct book sales, book readings, book distributions, poetry concerts, book signings, art shows, speeches, and workshops that are in the interest of the corporation.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, obtain grants, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of company property, or other instruments to secure the payment of company indebtedness as required.

To purchase the assets of any other author, poet, manufacturer, and artist and engage in the same or other character of business within the scope of the African American holiday of Kwanzaa and Black History Month.

To make gifts or grants of its property or cash, either to persons, other corporations, charitable organizations, or otherwise, when deemed in the best interest of the company.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida and the United States.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE III: PRINCIPAL OFFICE

The address of the principal office is 8957 Irongate Dr., Jacksonville, Florida 32244, and the mailing address is the same.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of capital stock with one dollar (\$1.00) par value.

The capital stock of this corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as added by the Small Business Tax Provision of 1958. All of the stocks and securities in lieu of cash are at a just valuation to be determined by the Board of Directors of this Corporation based on the Collaboration Contract signed 6 July 1998 and By Laws. Distributive share of net income and loss, direct book sells compensation, and bonuses shall be based primarily on Collaboration Contract signed 6 July 1998.

ARTICLE V: INITIAL CAPITAL

The amount of initial capital paid into this corporation to begin business was \$15,000.00. This amount was paid by Alexander Tripp, Sr.

ARTICLE VI: TERM & FISCAL YEAR

This corporation shall have perpetual existence. Its fiscal year shall be the normal calendar year, 1 January through 31 December.

ARTICLE VII: DIRECTORS

This corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time in accordance with the by-laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose. The names and addresses of the directors who shall serve until the first election are:

Alexander Tripp, Sr.	8957 Irongate, Dr., Jacksonville, FL	32244
Althea Pendergrass	205 Manhattan Av., Oak Ridge, TN	37830
May B. Tripp	8957 Irongate, Dr., Jacksonville, FL	32244
Alvin S. Wiggins, Sr.	1103 Carrington Park, Jonesboro, GA	30236
Carlton Hardy	2885 Springfield Ct., College Pk, GA	30349

ARTICLE VIII: OFFICERS

The affairs of this corporation shall be managed by officers elected by the board of directors at its annual meeting. The officers shall serve until the next annual meeting of the board of directors, unless removed earlier in accordance with the by-laws. The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

President	Alexander Tripp, Sr.
Vice President	Althea Pendergrass
Secretary	May B. Tripp
Treasurer	Alvin S. Wiggins, Sr.

ARTICLE IX: SUBSCRIBERS

The names and addresses of the subscribers are:

Alexander Tripp, Sr.	8957 Irongate Dr., Jacksonville, FL 32244
Althea Pendergrass	205 Manhattan Av., Oak Ridge, TN 37830
Alvin S. Wiggins, Sr.	1103 Carrington Park, Jonesboro, GA 30236
Carlton Hardy	2885 Springfield Ct., College Pk, GA 30349

The corporation shall indemnify its subscribers/stockholders against liabilities in accordance with the by-laws.

ARTICLE X: 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 them to the stockholders, and approved at a stockholders' meeting by not less than a majority of the stock entitled to vote thereon. The by-laws of this corporation shall be adopted by the first board of directors, which by-laws may be altered, amended, modified or repealed in the manner set forth in the by-laws and the 6 July 1998 Collaboration Contract.

ARTICLE XI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is May B. Tripp, located at 8957 Irongate Drive, Jacksonville, Florida, 32244.

ARTICLE XII: INCORPORATOR'S SIGNATURE

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation this 8 day of January, 1999.

Signature of Incorporator:


*Alexander Tripp, Sr.*  
 Alexander Tripp, Sr.  
 FDL T610-000 54-090-0

STATE OF FLORIDA  
COUNTY OF DUVAL

THE FOREGOING instrument was acknowledged and affirmed to before me this 8th day of January 1999 by Alexander Tripp, Sr., Florida driver license # T610-000-54-090-0, of Word Press Kwanzaa, Inc.

*Alicia Glover*  
 \_\_\_\_\_  
 Notary Public

My Commission Expires: Sept. 9, 2002

 Alicia Glover  
 MY COMMISSION # CC773971 EXPIRES  
 September 9, 2002  
 BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Word Press Kwanzaa, Inc.

2. The name and address of the registered agent and office is:

May B. Tripp  
(NAME)

8957 Irongate Drive  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Jacksonville, Florida 32244  
(CITY/STATE/ZIP)

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

May B. Tripp  
(SIGNATURE)

8 January 1999  
(DATE)