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June 26, 2000

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-06/30/00--01087--029
*****78.50 *****78.50

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

500003310575--5
-06/30/00--01087--032
*****1.00 *****0.25

TO ALL CONCERNED:

Enclosed are the revised Articles of Incorporation for WORD UP Publishing, Inc., which are to be filed in accordance with the Laws of the State of Florida.

I have enclosed a check in the amount of \$78.75 for filing fees, registered agent designation and a certified copy which is to be returned to me.

If you have any questions regarding this matter, please feel free to contact me at (305) 736-3416.

Thank you.

Sincerely,



Lionel McElwee

Enclosures

EFFECTIVE DATE
06-26-00

FILED
00 JUN 30 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JC 7/5

ARTICLES OF INCORPORATION
OF
WORD UP PUBLISHING, INC.

ARTICLE I
NAME

The name of this corporation is WORD UP Publishing, Inc.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, each at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this corporation is, together with the agent's address, which is the street address of the initial registered office of this corporation:

Lionel McElwee
18459 Pines Boulevard
Suite 311
Pembroke Pines, Florida 33029

EFFECTIVE DATE
06-26-00

The street address of the office of this corporation and the business office of its registered agent are identical.

ARTICLE V
BOARD OF DIRECTORS

This corporation shall have at least one director. The Incorporator shall serve as the initial director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws.

FILED
00 JUN 30 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles is:

Lionel McElwee
18459 Pines Boulevard
Suite 311
Pembroke Pines, Florida 33029

ARTICLE VI
INDEMNIFICATION

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

ARTICLE VII
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE IX
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26TH day JUNE 2000.


Lionel McElwee



Nancy F. Raymond
Commission # CC 780382
Expires NOV. 21, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Lionel McElwee, known to me and known by me to be the person who executed the foregoing Articles of Incorporation of WORD UP Publishing, Inc. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal in the State and County aforesaid, this 26 day of June, 2000.

Nancy F. Raymond
Notary Public
State of Florida

My Commission Expires:

11-21-02



Nancy F. Raymond
Commission # CC 780382
Expires NOV. 21, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

Lionel McElwee hereby accepts the appointment to serve as resident registered agent upon whom process may be served WORD UP Publishing, Inc., for the above named corporation.

This acceptance is dated the 26th day of June, 2000.

Lionel McElwee
Lionel McElwee