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June 26, 2000

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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

TILED

OD JUN 30 AH II: 45

SECRETARISSEE: FLORIDA

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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

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.

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 INDEMNIRCATTON

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

ARTICLE VII BYLAWS

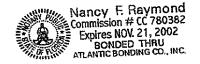
The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE IX CORPORATE EXISTENCE

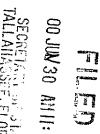
The existence of this corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS	WHEREOF,	the undersigned Incorporator	has executed	these Articles of

Lionel McElwee



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 /hine, 2000.				
Notary Public State of Florida				
My Commission Expires: Nancy F. Reymond 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 <u>2674</u> day of <u>June</u> 2000.				
Lionel McElwee				