

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

700000105006

Gillen Editorial, Inc.

Signature

Requested by:

Name

Date

Time

✓ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

✓ Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

11/03/00

NOV - 8 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV - 8

2:04

NOV 9 2000

ARTICLES OF INCORPORATION

OF
GILLEN EDITORIAL, INC.

11/03/00

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is Gillen Editorial, Inc. The principal address of the corporation is, 12 Mimosa Street, Fort Walton Beach, Florida 32548.

ARTICLE II
DURATION

The period of its duration is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock of the par value of One (\$1.00) Dollar.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Christopher P. Saxer, Esq.
126 NE Eglin Parkway
Fort Walton Beach, Florida 32548

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name and address of the initial director of this corporation is:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Thomas J. Gillen	12 Mimosa Street Fort Walton Beach, Florida 32548

ARTICLE VII
INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Thomas J. Gillen	12 Mimosa Street Fort Walton Beach, Florida 32548

ARTICLE VIII
INITIAL STOCK ISSUANCE

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

1.	Thomas J. Gillen	1000	\$1,000.00
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ARTICLE IX
EFFECTIVE DATE

These Articles of Incorporation for. shall be effective the 3rd day of November, 2000.

ARTICLE X
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE XI
INDEMNIFICATION

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

ARTICLE XII
INFORMAL ACTION OF DIRECTORS

If all the directors collectively consent in writing to any action taken or to be taken by the

corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

ARTICLE XIII AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XV MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the directors of this corporation.

ARTICLE XVI DIRECTOR QUORUM AND VOTING

One hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of one hundred percent (100%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of one hundred percent (100%) of the directors present and voting, shall be the act of the board of directors.

ARTICLE XVII DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or

between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XVIII MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special meetings of the board of directors by means of conference telephone as provided by law, but regular meetings of the board of directors must be attended in fact in person by each director.

ARTICLE XIX BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

ARTICLE XX AMENDMENT OF BYLAWS

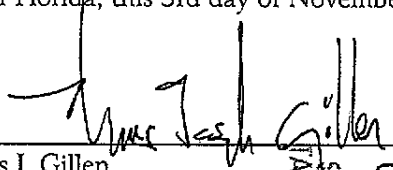
The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE XXI SHAREHOLDER QUORUM AND VOTING

One hundred percent (100%) of the shares entitled to vote, represented in person or by proxy, shall

constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of one hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge I am filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of November 2000.



Thomas J. Gillen
Incorporator

FILED
00 NOV -8 AM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared the above person who is personally known to me to be the person named as subscriber in and to these Articles of Incorporation and who, after taking an oath, executed the foregoing Articles of Incorporation and acknowledged before me that the above named person executed same for the uses and purposes therein expressed.


WITNESS my hand and official seal, this 3rd day of November, 2000



NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.



Christopher P. Saxer, Esq.