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ACCOUNT NO. : 072100000032

REFERENCE : 939164 85786A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 20, 2000

ORDER TIME : 1:45 PM

ORDER NO. : 939164-005

CUSTOMER NO: 85786A

CUSTOMER: Mary A. Adams, Legal Asst  
Ronald S. Webster, Esq

Royal Palm Mall  
985 North Collier Boulevard  
Marco Island, FL 34145

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-12/20/00--01073--012  
\*\*\*\*128.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: OFF THE WALL PUBLISHING, INC.

EFFECTIVE DATE:--

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 20 PM 3:32

RECEIVED  
00 DEC 20 PM 2:21  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
ALLAHABAD, INDIA

RECEIVED

12/20/00

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DIVISION OF CORPORATIONS

00 DEC 20 PM 3:32

ARTICLES OF INCORPORATION

OF

OFF THE WALL PUBLISHING, INC.  
A NEW FLORIDA CORPORATION

The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: OFF THE WALL PUBLISHING, INC., a new Florida Corporation.. The mailing and business address of the corporation is 1170 Martinique ct., Marco Island, FL 34145.

ARTICLE II

The general nature of the business to be transacted is all lawful business, including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; 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, cooperative association, fraternal benefit society, state fair or exposition.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal par value of \$1.00 per share. Additional shares may not be issued and all shares must be issued within two years of the date of incorporation, Shares shall consist of one class only.

### ARTICLE IV

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

### ARTICLE V

The corporation shall exist perpetually.

### ARTICLE VI

The street address of the initial registered office of this corporation is 985 N. Collier Blvd., Marco Island, FL 34145 and the name of its initial Resident Agent is RONALD S. WEBSTER.

### ARTICLE VII

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

### ARTICLE VIII

The initial subscribers, incorporators and officers are:

JAMES A. LAWSON  
1170 Martinique Ct.  
Marco Island, FL 34145

President,  
Subscriber and  
Shareholder

MARY T. TEKUS  
1170 Martinique Ct.  
Marco Island, FL 34145

Secretary, Treasurer  
Subscriber and  
Shareholder

ARTICLE IX

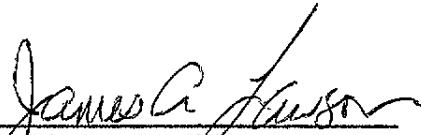
The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholder before sale to a third person.


ARTICLE X

The Articles may be amended only by unanimous consent of the stockholder.

ARTICLE XI

The stockholder may enact By-laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.

  
\_\_\_\_\_  
JAMES A. LAWSON  
President,  
Subscriber and Shareholder

  
\_\_\_\_\_  
MARY T. TEKUS  
Secretary, Treasurer  
Subscriber and Shareholder

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC 20 PM 3:32

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


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In pursuance of Chapter 48.901. Florida Statutes, the following is submitted, in compliance with said act.

First-----That OFF THE WALL PUBLISHING, INC., a new Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Marco Island, County of Collier, State of Florida, has named RONALD S. WEBSTER, 985 N. Collier Blvd., Marco Island, FL 34145 County of Collier, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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



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RONALD S. WEBSTER  
RESIDENT AGENT