

DAVID M. BOVI, P.A.

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*L.L.M. Securities Regulation*

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March 8, 2002

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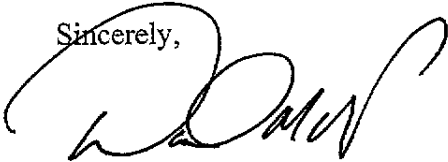
Department of State  
Division of Corporations  
P.O. Box 632  
Tallahassee, Florida 32314

Re: South Florida Legal Publishing, Inc.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the filing fees for the above-named proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi  
David M. Bovi, P.A.  
319 Clematis, Suite 812  
West Palm Beach, Florida 33401

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SOUTH FLORIDA LEGAL PUBLISHING, INC.**

**FILED**  
02 MAR 11 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is South Florida Legal Publishing, Inc.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation are 319 Clematis Street, Suite 812, West Palm Beach, Florida 33401.

**ARTICLE III. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 50,000,000 shares of Common Stock, \$0.001 par value (the "**Common Stock**");
2. 1,000,000 shares of Convertible Preferred Stock - Series A (the "**Series A**"). The stated value of each share of the Series A shall be \$0.025 par value.
  - A. The shares of the Series A shall have identical voting rights and powers as Common Stock, in that each share of the Series A is entitled to vote the number of votes equal to the number of shares of Common Stock into which such share of the Series A is convertible. Each share of the Series A is entitled to vote one (1) vote per share on all matters relating to matters concerning the Series A, without provision for cumulative voting.
  - B. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the holders of shares of the Series A shall be entitled to be paid in full, the par value of their shares before any amount shall be paid to the holders of shares of any class of the corporation's Common Stock. Subsequently, the holders of shares of the Series A shall have identical rights and preferences as the holders of shares of any class of the corporation's Common Stock, except that each share of the Series A shall be entitled to receive and to be paid out of the assets of the corporation available for distribution to its shareholders the ratable amount equal to the number of shares of Common Stock into which such share of the Series A is convertible.
  - C. The holders of the shares of the Series A shall have the right, at their option, to convert shares of the Series A into shares of the corporation's Common Stock at any time subsequent to the one year anniversary of the date of issuance of the shares of the Series A.

The shares of the Series A, upon surrender, shall be convertible at the office of any transfer agent for the corporation's Common Stock into fully paid and non-assessable shares of the corporation's Common Stock. The number of shares of Common Stock deliverable upon conversion of one (1) share of the Series A shall be five (5).

3. 5,000,000 shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes and series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.

#### ARTICLE IV. - NO ANTI-TAKEOVER LAW GOVERNANCE.

The corporation hereby elects that the following Florida Statutes shall not apply to the corporation:

1. F.S. 607.0901, or any laws related thereto, governing affiliated transactions; and
2. F.S. 607.0902, or any laws related thereto, governing control-share acquisitions.

#### ARTICLE V. - DIRECTOR - CONFLICTS OF INTEREST.

No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the board of directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors, committee or the shareholders.

A director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the fullest extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

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

ARTICLE VI. - INDEMNIFICATION.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.


ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are David M. Bovi, 319 Clematis Street, Suite 812, West Palm Beach, Florida 33401.

ARTICLE VIII. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are David M. Bovi, 319 Clematis Street, Suite 812, West Palm Beach, FL 33401.

The undersigned incorporator has executed these articles of incorporation on March 8, 2002.

  
David M. Bovi, Incorporator

### Acceptance of Registered Agent

Having been named to accept service of process for South Florida Legal Publishing, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3).



David M. Bovi

Date: March 8, 2002, 2002

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA