CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MÉRIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173

CONTACT: (1) dy  DATE: 4-29-02  REF. #: 06/0, (0326)
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<b>REF.</b> #:
CORP. NAME: CPS Publishing, Inc
SOUDOS370445
STATE FEES PREPAID WITH CHECK# 502/64 FOR \$ 78.75
COST LIMIT: \$COST LIMIT: \$

Examiner's Initials

T 4/29/02

EFFECTIVE DATE

1/20/02

ARTICLES OF INCORPORATION

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CPS PUBLISHING, INC.

SECRETARY OF STATE TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

### **ARTICLE I - NAME**

The name of the Corporation is CPS Publishing, Inc.

### ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 2385 Executive Center Drive, Suite 100, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

## ARTICLE III - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

### ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting all lawful business.

### ARTICLE V - STOCK

This Corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share.

## ARTICLE VI - INITIAL OFFICER(S)/DIRECTOR(S)

The Corporation shall have (3) three directors initially. The number of officers/directors may be either increased or diminished from time to time. The names and addresses of the initial directors of this Corporation are:

Director

Philip Talkow

2385 Executive Center Drive, Suite 100

Boca Raton, Florida 33431

Director

Michael Talkow

2385 Executive Center Drive, Suite 100

Boca Raton, Florida 33431

Director

Amy Talkow

2385 Executive Center Drive, Suite 100

Boca Raton, Florida 33431

### ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock in this Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# ARTICLE VIII - SUBCHAPTER S ELECTION

This corporation hereby elects to be treated as a S corporation under the rules of Subchapter S of the Internal Revenue Code.

### ARTICLE IX - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The name and street address of the initial registered agent is CORPDIRECT AGENTS, 103 N. Meridian Street, Lower Level, Tallahassee, Florida 32301.

### **ARTICLE X - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporate PA 5: 44

CORPDIRECT AGENTS
103 N. Meridian Street
Lower Level
Tallahassee, Florida 32301

SECRETARY OF STATE TALLAHASSEE FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this 26th day of April, 2002.

CORPDIRECT AGENTS

Its Agent, Cynthia A. Hicks

ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:

CPS PUBLISHING, INC.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of Section 48.091, Florida Statutes, and I am familiar with and accept the obligations of my position as registered agent.

CORPDIRECT AGENTS

It's Agent: Cynthia A. Hicks