

MAR 24, 2005 11:09AM
Division of Corporations

CRARY, BUCHANAN

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Florida Department of State
Division of Corporations
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**ARTICLES OF INCORPORATION
OF
M & D PUBLISHING, INC.**

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE I
NAME**

The name of this corporation shall be: **M & D PUBLISHING, INC.**

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under these Articles of Incorporation shall be:

To engage in the publication of books and other publishing ventures, the marketing and sales thereof and to engage such activities or businesses permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

Prepared by:
Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, Florida 34994
(772) 297-2600
Fla. Bar No.: 250414

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**ARTICLE IV
AUTHORIZED SHARES**

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

F. No share in series. The corporation is not authorized to issue shares in series.

**ARTICLE V
MAILING AND PRINCIPAL ADDRESS**

The mailing and principal address of the Corporation is: 4095 SE Old St. Lucie Boulevard, Stuart, FL 34996.

**ARTICLE VI
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

Lawrence E. Crary III 555 Colorado Avenue, Suite 1
Stuart, FL 34994

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members. Directors need not be residents of the State of Florida.

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**ARTICLE VIII
NAMES AND ADDRESSES OF INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, and until their successors shall have been elected and qualified, are as follows:

Mary Laub Cowan	4095 SE Old St. Lucie Boulevard Stuart, FL 34996
Richard C. Krueger	2980 SE Fairway West Stuart, FL 34997

**ARTICLE IX
INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

Mary Laub Cowan	4095 SE Old St. Lucie Boulevard Stuart, FL 34996
Richard C. Krueger	2980 SE Fairway West Stuart, FL 34997

**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

**ARTICLE XI
BYLAWS**

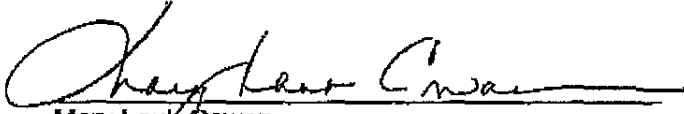
The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Directors of the corporation at a regular or special meeting of The Board of Directors.


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FAX AUDIT NUMBER: H05000072739 3**ARTICLE XII
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

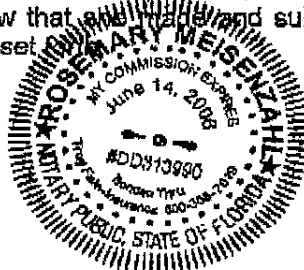
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 24th day of March, 2005.

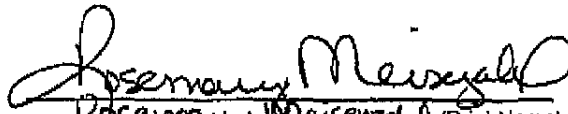

Mary Laub Cowan


Richard C. Krueger

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 24th day of March, 2005, by MARY LAUB COWAN, (PLEASE CHECK ONE OF THE FOLLOWING) ☐ who is personally known to me or ☒ who has produced FL DL (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☐ did not take an oath. She subscribed the above Articles of Incorporation, and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set



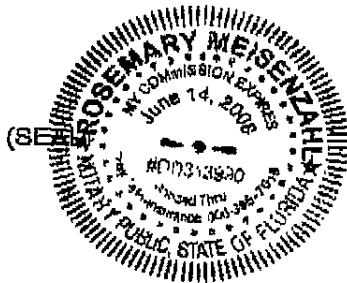

Rosemary Meisenzahl (Print Name)
NOTARY PUBLIC
My Commission Expires:

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STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 24th day of March, 2005, by RICHARD C. KRUEGER, (PLEASE CHECK ONE OF THE FOLLOWING) ☐ who is personally known to me or ☒ who has produced FLDL (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☐ did not take an oath. He subscribed the above Articles of Incorporation, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.



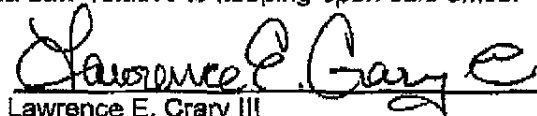
Rosemary Weisenbach
NOTARY PUBLIC (Print Name)
My Commission Expires:

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ACKNOWLEDGMENT OF REGISTERED AGENT

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


Lawrence E. Crary III
Registered Agent

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