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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 9/15/08

Herbert Elliott
Attorney at Law

623 EAST TARPON AVENUE
TARPON SPRINGS, FLORIDA 34689

(727) 942-3632
FAX (727) 939-2974

September 9, 2008

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: ONSHORE-OFFSHORE PUBLISHING, L.L.C.
ONSHORE-OFFSHORE MEDIA INC.
ONSHORE-OFFSHORE EVENT MANAGEMENT, L.L.C.
ONSHORE-OFFSHORE ENTERPRISES INC.
ONSHORE-OFFSHORE HOLDING CORPORATION

Dear Sir:

Enclosed please find an original and one copy of the Articles of Organization for:

1. Onshore-Offshore Publishing, L.L.C.; and
2. Onshore-Offshore Event Management, L.L.C.

Also, please find enclosed an original and one copy of the Articles of Incorporation for:

1. Onshore-Offshore Media Inc.;
2. Onshore-Offshore Enterprises Inc.; and
3. Onshore-Offshore Holding Corporation.

I enclose my check in the total amount of \$460.00 to cover the filing fees of the five entities.

Kindly file the originals and provide us with a stamped copy thereof.

If you have any questions, please feel free to contact me.

Very truly yours,


Herbert Elliott

Enclosures

ARTICLES OF INCORPORATION
OF
ONSHORE- OFFSHORE ENTERPRISES INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

ONSHORE - OFFSHORE ENTERPRISES INC.

The principal place of business of this corporation shall be:

800 41st Avenue North
St. Petersburg, Florida 33703

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address and mailing address of the initial registered office of the corporation shall be:

800 41st Avenue North
St. Petersburg, Florida 33703

The initial registered agent of the corporation is Cynthia Marie Gamrot, whose address is 800 41st Avenue North, St. Petersburg, Florida 33703.

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TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The name and address of the initial director is:

Cynthia Marie Gamrot

800 41st Avenue North
St. Petersburg, Florida 33703

ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation shall hold office for the first year of the corporation, or until the successors are elected or appointed are:

Cynthia Marie Gamrot

President

ARTICLE X. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

Cynthia Marie Gamrot
800 41st Avenue North
St. Petersburg, Florida 33703


INCORPORATOR NAME

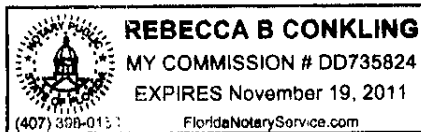
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF PINELLAS

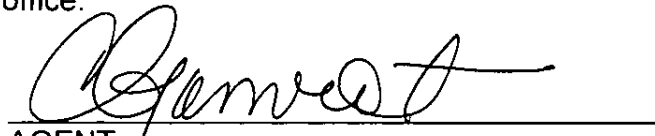
The foregoing instrument was acknowledged before me this 8th day of September, 2008 by Cynthia Marie Gamrot.




NOTARY PUBLIC
My Commission Expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.


AGENT