

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

000-342-0086

P95000004089

ESC networks

95 JAN 17 10 00 AM

Mail To:
P.O. Box 5020
Tallahassee, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 525540 1579E

AUTHORIZATION :

Patricia Izzate

COST LIMIT : \$ 122.50

ORDER DATE : January 16, 1995

ORDER TIME : 9:16 AM

ORDER NO. : 525540

000001881430

CUSTOMER NO: 1579E

CUSTOMER: Vit M. Gulbia, Esq
FOLEY & LARDNER

P. O. Box 3391

Tampa, FL 33601-3391

DOMESTIC FILING

P95000004089

NAME: WEEKLY PLANET, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

Per
1-17-95
C.2/A

FILED
95 JAN 17 PM 1:27
SEC
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
WEEKLY PLANET, INC.

FILED
95 JAN 17 PM 1:27
SECRET
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of WEEKLY PLANET, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
Name

The name of the Corporation is:

WEEKLY PLANET, INC.

ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
Shares

The total number of shares which the Corporation shall have the authority to issue shall be TWO MILLION (2,000,000) shares of Common Stock having a par value of \$0.01 per share (the "Common Stock"). Of the Common Stock, ONE MILLION (1,000,000) Shares shall be voting shares (the "Voting Common Stock") and ONE MILLION (1,000,000) Shares shall be nonvoting shares (the "Nonvoting Common Stock"). Each share of Nonvoting Common Stock shall have the same rights as and be identical in all respects to each share of Voting Common Stock, except that each holder of the Nonvoting Common Stock shall not be entitled to vote for the election of directors of the Corporation or for any other corporate purpose, except as otherwise provided by the FBCA

ARTICLE IV
Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any now or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V
Principal Office

The address of the Principal Office of the Corporation is 402 Reo Street, Suite 218, Tampa, Florida 33609. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is 402 Reo Street, Suite 218, Tampa, Florida 33609.

ARTICLE VII
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 402 Reo Street, Suite 218, Tampa, Florida 33609, and the initial Registered Agent at such address is Benjamin A. Eason.

ARTICLE VIII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is Two (2). The number of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but in no event shall the number of Directors be less than one (1). The names of the persons who are to serve as the initial Directors and until successor Directors are elected and shall qualify are as follows:

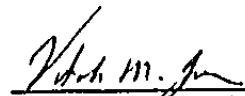
Benjamin A. Eason
Terry Garrett

and the address for each of the Directors is 402 Roo Street, Suite 218, Tampa, Florida 33609.

ARTICLE IX
Incorporator

The name and address of the sole incorporator of the Corporation is: Vitauts M. Gulbis, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 12th day of January, 1995.



Vitauts M. Gulbis,
Incorporator

ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 12th day of January, 1995.



BENJAMIN A. EASON



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

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MERGING:

CL TAMPA, INC., A FLORIDA CORPORATION, P29336

INTO

WEEKLY PLANET, INC., a Florida corporation, P95000004089

File date: October 23, 1995

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER

of

CL TAMPA, INC., a Georgia corporation

with and into

WEEKLY PLANET, INC., a Florida corporation

FILED
95 OCT 23 PM 8 19
SECRETARY OF STATE
TALLAHASSEE, FLA.

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, CL TAMPA, INC., a Georgia corporation (the "Merged Corporation") and WEEKLY PLANET, INC., a Florida corporation (the "Surviving Corporation") (the Merged Corporation and the Surviving Corporation are referred to collectively as the "Constituent Corporations"), each hereby adopt the following Articles of Merger for the purpose of merging the Merged Corporation with and into the Surviving Corporation, effective as of the date of the filing of these Articles with the Secretary of State, State of Florida.

1. Names of Constituent Corporations. The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
CL TAMPA, INC., a Georgia corporation (the "Merged Corporation")	Georgia
WEEKLY PLANET, INC. a Florida corporation (the "Surviving Corporation")	Florida

2. Surviving Corporation. The name of the surviving corporation is Weekly Planet, Inc., and it is to be governed by the laws of the State of Florida.

3. Law of State of Merged Corporation. The laws of the State of Georgia permit the merger of the Merged Corporation with and into the Surviving Corporation.

4. Plan of Merger. The Constituent Corporations have each approved and adopted a Plan of Merger (the "Plan of Merger"), a copy of which is attached hereto as Exhibit A.

5. Approval by Board of Directors and Shareholder. The Plan of Merger was adopted by the unanimous written consent, dated February 16, 1995, of the shareholders of each of the Constituent Corporations and by the unanimous written consent, dated February 16, 1995, of all of the members of the Boards of Directors of each of the Constituent Corporations.


6. Effective Date. This merger shall be effective upon delivery of this Certificate of Merger to the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed and the corporate seals to be hereunto affixed and attested, as of the 20 day of October, 1995.

ATTEST:


CL TAMPA, INC., a Georgia corporation

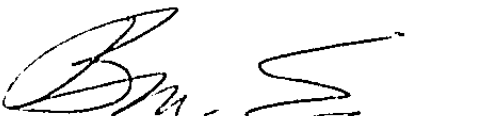
By: 
Terry Garrett, Secretary

By: 
Benjamin A. Eason, President

ATTEST:

WEEKLY PLANET, INC., a Florida corporation

By: 
Terry Garrett, Secretary

By: 
Benjamin A. Eason, President

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is adopted and approved this 16th day of February, 1995 by:

- I. CL TAMPA, INC., a Georgia corporation (the "Merged Corporation"); and
- II. WEEKLY PLANET, INC., a Florida corporation (the "Surviving Corporation").

The Merged Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

BACKGROUND

The Shareholders and the Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Merged Corporation to change its state of incorporation from Georgia to Florida. Accordingly, the Shareholders of the Surviving Corporation has caused to be incorporated in the State of Florida the Surviving Corporation, and the Constituent Corporations desire that the Merged Corporation be merged with and into the Surviving Corporation in accordance with the provisions of Section 607.1107 of the Florida Business Corporations Act and Section 14-2-1107 of the Official Code of Georgia Annotated, all in accordance with the terms and conditions hereinafter set forth.

PLAN

1. Merger.

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida and in the offices of the Secretary of State, State of Georgia.

2. Organizational Documents of Surviving Corporation.

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of WEEKLY PLANET, INC. shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

3. Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the persons who are the members of the Board of Directors of the Surviving Corporation at the time the merger becomes effective, and such persons shall serve until their respective successors are duly elected and qualified. The persons who are officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the persons who are the officers of the Surviving Corporation at the time the merger becomes effective, and such persons shall serve until their respective successors are duly elected and qualified.

4. Effect of Merger.

Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

5. Conversion of Capital Stock of Merged Corporation.

Each of the shares of capital stock of the Merged Corporation issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive thirty-five (35) shares of the 0.01 par value voting stock of the Surviving Corporation.