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Date: Wednesday, February 8, 1995

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS ENTERPRISES, INC
4521 PGA BLVD., S-211

FAX: (904) 922-4000

PALM BEACH GARDENS FL 33418-0000

CONTACT: FRANK A RODRIGUEZ

PHONE: (407) 694-8107

FAX: (407) 694-1639

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: STERLING-MILLER PUBLISHING CO. INC.

FAX AUDIT NUMBER: H95000001601

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/08/1995

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21:2 H9 8-0325
GENERAL

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Articles of Incorporation
of
STERLING-MILLER Publishing Co. Inc.

Article I. Name

The name of this Florida corporation is:

STERLING-MILLER Publishing Co. Inc.

Article II. Address

The mailing address of the Corporation is:

STERLING-MILLER Publishing Co. Inc.
Bayside 1001 Alternate A1A
Jupiter, FL 33477-3209

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Corporate Creations International Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418
(407) 694-8107

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The name of each initial member of the Corporation's Board of Directors is:

Stuart A. Sandow
Sterling Park Sandow
Miller Kidd Sandow

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of February 8, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on February 8, 1995.

Corporate Creations International Inc.

By: _____

Frank A. Rodriguez, President

Corporate Creations International Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418
(407) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
STERLING-MILLER Publishing Co. Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.

By: Frank A. Rodriguez
Frank A. Rodriguez, President

Date: February 8, 1995

Corporate Creations International Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418
(407) 894-8107

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