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HERBERT W. LARSON, P.A.

ATTORNEYS AT LAW
SERVING THE TAMPA BAY AREA
IN THE FIELD OF
PATENT, TRADEMARK & COPYRIGHT LAW

H. WILLIAM LARSON
HERBERT W. LARSON
ALSO ADMITTED IN DELAWARE AND THE DISTRICT
OF COLUMBIA AND REGISTERED TO PRACTICE
BEFORE THE U.S. PATENT AND TRADEMARK
OFFICE (REG. NO. 41026)

JAMES E. LARSON
"PATENT AGENT"
REGISTERED TO PRACTICE BEFORE THE
U.S. PATENT AND TRADEMARK OFFICE
(REG. NO. 37807)

PINE BROOK BUSINESS CENTER
SUITE 406
7381 111 AVENUE NORTH
LARGO, FL 31633-5125
813-546-0000
FAX 813-545-1595

February 8, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: Incorporation of Woman's Guide, Inc.
My file 708.1

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is our firm's check in the amount of \$122.50, representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>
Total Amount Enclosed	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

HERBERT W. LARSON, P.A.


H. William Larson

HWL/cc

Enclosures: Articles of Incorporation
Check # _____ \$122.50

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL 32301
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****122.50 ****122.50

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ARTICLES OF INCORPORATION FILED
OF

WOMAN'S GUIDE, INC. FEB 13 1946

SEC. OF STATE
TALLAHASSEE, FLA.

1. The name of the corporation is WOMAN'S GUIDE, INC.
2. The address of its registered office in the State of Florida is 102 Harborview Lane, Largo, FL 34640. The name of its registered agent at such address is Sherry W. Sultenfuss.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000) and the par value of each of such shares is One Cent (\$.01) amounting in the aggregate to one thousand dollars (\$1,000.00).
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The incorporator is Sherry W. Sultenfuss whose address is 102 Harborview Lane, Largo, FL 34640.
9. The name and mailing address of the person who is to serve as a director(s) until the first annual meeting of the stockholders or until successors are elected and qualified is:

NAME


MAILING ADDRESS

Sherry W. Sultenfuss

102 Harborview Lane, Largo, FL 34640

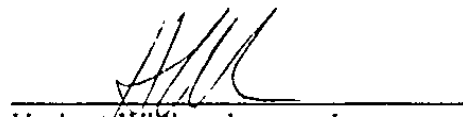
10. The principal address and mailing address of the corporation is 102 Harborview Lane, Largo, FL 34640

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this 8th day of February 1995.


Sherry W. Sultenfuss, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 8th day of February, 1995, by Sherry W. Sultenfuss, who is personally known to me.


Herbert William Larson, Jr.,
Notary Public

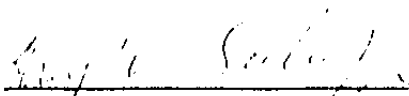
My commission expires:



OFFICIAL SEAL
Herbert William Larson, Jr.
My Commission Expires
Feb. 7, 1997
Comm. No. CC 257778


ACCEPTANCE OF REGISTERED AGENT

I, THE UNDERSIGNED, accept appointment as registered agent for WOMAN'S GUIDE, INC. and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.


Sherry W. Sultenfuss, Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 8th day of February 1995, by Sherry W. Sultenfuss who is personally known to me.


Herbert William Larson, Jr.
Notary Public

My commission expires:



OFFICIAL SEAL
Herbert William Larson, Jr.
My Commission Expires
Feb. 7, 1997
Comm. No. CC 257778

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