

P95000014508

BAUMER, BRADFORD & WALTERS

PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS

BARNETT CENTER

50 NORTH LAURA STREET SUITE 2200

POST OFFICE BOX 4780

JACKSONVILLE, FLORIDA 32201

THOMAS M. BAUMER
DANA G. BRADFORD II
MICHAEL A. WALTERS
DEBORAH D. BARTON
W. DAVID TALBERT II
HENRY G. BACHARA, JR.
DOUGLAS A. BOOHER
STEVEN E. BRUST
JULIE GINDEN SEARS
DAVID L. RALLS
DENISE D. DELL
REBECCA BOWEN CREED
JAMES R. MCCACHREN, III
DAVID G. PELTAN
KARL J. SANDERS

TELEPHONE
19041358-2222

TELECOPIER
19041358-3407

February 16, 1995

0000001411268
0000001411268
****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 5088
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Articles of Incorporation for Mark Publishing, Inc.

Dear Sir/Madam:

I enclose Articles of Incorporation on behalf of the above-referenced corporation, and as these Articles of Incorporation conform to law, you are requested to file these Articles in accordance with Chapter 607, Florida Statutes.

Also enclosed please find a check payable to the Secretary of State in the amount of \$122.50 in payment of the \$35.00 filing fee, \$35.00 designation of registered agent fee and the \$52.50 fee for a certified copy of said Articles. Please certify the enclosed copy of the Articles and return it to me at your earliest convenience.

Do not hesitate to contact me with any comments or questions you have. Thank you.

Sincerely,

Tana J. Stringfellow

Tana J. Stringfellow, C.L.A.
Certified Legal Assistant

TJS/sdt

Enclosures

cc: Michael A. Walters, Esq. (w/out encl.)

(cc: M.A.W.)

EFFECTIVE DATE

FEB 15 1995

ARTICLES OF INCORPORATION
OF
MARK PUBLISHING, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

Section 1.1. Name. The name of this corporation shall be **Mark Publishing, Inc.**

Article II
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 2301 Park Avenue, Suite 406, Orange Park, Florida 32073.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Preemptive Rights. Shareholders shall have no preemptive rights.

Section 3.4 Cumulative Voting. Cumulative voting shall not be permitted.

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Michael A. Walters, Esq.
Baumer, Bradford & Walters, P.A.
50 N. Laura Street, Suite 2200
Jacksonville, Florida 32202

EFFECTIVE DATE

FEB 15 1995

95 FEB 20 PM 6:13

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Michael A. Walters, Esq.
Baumer, Bradford & Walters, P.A.
50 N. Laura Street, Suite 2200
Jacksonville, Florida 32202

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, February 15, 1995, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than three (3).

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Wayne Nodwell
2301 Park Avenue, Suite 406
Orange Park, FL 32073

Mark R. McCumber
2301 Park Avenue, Suite 406
Orange Park, FL 32073

James L. McCumber
2301 Park Avenue, Suite 406
Orange Park, FL 32073

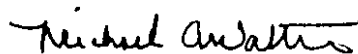
Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 15th day of February, 1995.

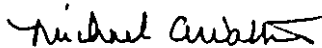

MICHAEL A. WALTERS

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

MARK PUBLISHING, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **MICHAEL A. WALTERS** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202.

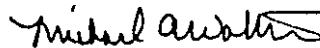
DATED this 15th day of February, 1995.



MICHAEL A. WALTERS

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 15th day of February, 1995.



MICHAEL A. WALTERS

2/18/95 11:18:12