

GOODMAN, GLAZER, GREENER & KRIEMER, P. C., OF MEMPHIS, TN., ATTORNEYS

VICTOR H. GLAZER
EUGENE GREENER, JR.
WILLIAM W. KRIEMER
MARCO ISLAND, FLORIDA

EUGENE GREENER, JR.
RESIDENT PRINCIPAL

MARCO ISLAND, FLORIDA 33137
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July 13, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32314
*****TALLAHASSEE*****

Re: e-publishing.http, inc.

To the Secretary:

Enclosed please find the original and one copy of Articles of Incorporation of e-publishing.http, inc. Also enclosed is a check made payable to the Secretary of State, in the amount of \$70.00, to cover the cost of filing the Articles of Incorporation and Designation of Registered Agent.

Please file the original and time-stamp and return the copy to me at the above Marco Island address.

Thank you for your time and attention to this matter.

Yours very truly,


Eugene Greener, Jr.

EG/ds
Enclosures

cc: Ms. Linda Cohen

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
e-publishing.http, inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby file with the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is e-publishing.http, inc., and the principal office and mailing address of the Corporation is 920 Tulip Court, Suite 100, Marco Island, Florida 33937.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, including all necessary and relevant business activities and transactions for electronic publishing.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000 shares of common stock.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this Corporation which may be issued from time to time for money, property or past services, in addition to that stock

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TALLAHASSEE, FLORIDA

authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 920 Tulip Court, Suite 100, Marco Island, Florida 33937, and the initial registered agent of the Corporation at such office shall be Linda M. Cohen, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Linda M. Cohen	920 Tulip Court, Suite 100 Marco Island, FL 33937

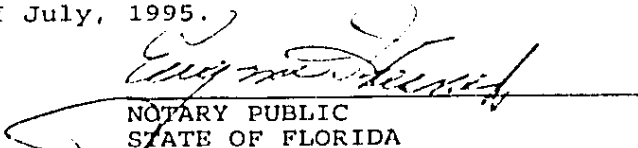
IN WITNESS WHEREOF, I, LINDA M. COHEN, have subscribed my name this 13th day of July, 1995.

Linda M. Cohen
LINDA M. COHEN, Incorporator

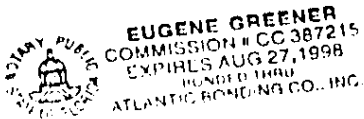
STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LINDA M. COHEN, who is personally known to me or has satisfactorily proven herself to be the person who executed the foregoing instrument and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the State and County last aforesaid, this 6 day of July, 1995.


NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

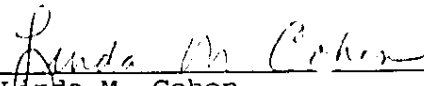
Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is: **e-publishing.http, inc.**
2. The name and address of the registered agent and office is:

Linda M. Cohen
920 Tulip Court, Suite 100
Marco Island, Florida 33937

Having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby 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.

Dated: July 13th, 1995



Linda M. Cohen

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