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RONALD W. HOUCHINS, ESQUIRE
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(305) 766-8824

August 2, 1995

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

EFFECTIVE DATE

8-1-95

FILED
95 AUG -7 10:11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation of Dufresne Publishing, Inc.

DEAR Sir or Madam,

Enclosed please find executed Articles of Incorporation submitted on behalf of Dufresne Publishing, Inc. Please file these Articles and return a copy of same date stamped as filed. I have enclosed my Trust Account check for \$122.50 to cover the various fees involved with the incorporation.

Thank you for your immediate attention. I have provided as an effective date for this corporation of August 1, 1995.

Should you have any questions in regard to this incorporation, please advise the undersigned immediately in writing at your earliest convenience. Again, thank you for your assistance in this regard.

Very truly yours,

Ronald W. Houchins

cc: Jacques Dufresne

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****122.50 ****122.50

SHARON L. TALA

AUG -8 1995

EFFECTIVE DATE
8-1-95

FILED
95 AUG -7 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
DUFRESNE PUBLICATIONS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be **DUFRESNE PUBLICATIONS, INC.** The principal place of business is: 2425 East Commercial Boulevard, Suite 302, Fort Lauderdale, Florida 33308-4003.

ARTICLE II

This corporation shall have perpetual existence. The effective date of this corporation shall be August 1, 1995.

ARTICLE III

The general purpose for which the Corporation is organized are:

1. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the corporation be advantageously carried on in connection with the foregoing business

2. To do such and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the

foregoing.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is three thousand (3,000). Such shares shall be of a single class and shall have a par value of one dollar (\$1.00).

ARTICLE V

The street address of the initial registered office of the Corporation is: 2425 East Commercial Boulevard, Suite 302, Fort Lauderdale, Florida 33308-4003 and the name of its initial registered agent at such address is: **JACQUES DUFRESNE**.

I hereby accept to act as resident agent, and agree to comply with the provision of said Act relative to keeping open said office.



Jacques Dufresne

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one. The name and address of each person who is to serve as a member of the initial Board of Directors is: Jacques Dufresne, 2425 East Commercial Boulevard, Suite 302, Fort Lauderdale, Florida 33308-4003.

A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one. A majority of the first Board of Directors named below shall have the power to approve and adopt

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the By-laws of this Corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

ARTICLE VII

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of such other Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other Corporation or not so interested.

ARTICLE VIII

A. Stockholders Agreement. The corporation and its

Stockholders or the Stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the Corporation. Such

agreements may confer upon the Corporation or the stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreement may include such restrictions during the lifetime or upon the death or legal incompetence of any stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors. The Corporation shall indemnify any Director who by virtue of his being an officer or Director of this Corporation is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Directors Liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a

Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings

ARTICLE IX

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

ARTICLE X

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the stockholders and subsequently approved at a Stockholders meeting by fifty-one percent (51%) of the stock entitled to vote.


B. The amending process contained in paragraph A above may be suspended and amendments made upon written approval by all of the stockholders.

ARTICLE xi

The name and address of each incorporator is:

Jacques Dufresne
2425 East Commercial Boulevard
Suite 302
Fort Lauderdale, Florida 33308-4003

WITNESS MY HAND AND SEAL this 2 day of August, 1995.



Jacques Dufresne

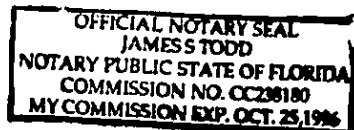
STATE OF FLORIDA)

: SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Jacques Dufresne to me well known known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 2 day of August, 1995.

My Commission expires:



James S. Todd
Notary Public

JAMES S. TODD
BY H. D. # 016242048
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SECRETARY OF STATE
TALLAHASSEE FLORIDA