

P95000071561

Steel Hector & Davis  
Miami, Florida

September 12, 1995

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

Attn: New Filing Section

Re: KD Publishing, Inc.

FILED  
55 SEP 14 PM 3:37  
SECTION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

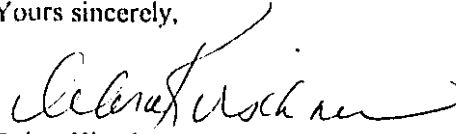
Dear Sir/Madam:

Enclosed please find Articles of Incorporation (together with photocopy of same) of KD Publishing, Inc. Also enclosed is a check in the amount of \$122.50 representing filing fees, designation of registered agent fee and fee for certified copy.

Kindly return the certified copy to the attention of the undersigned as soon as possible.

Thank you for your attention.

Yours sincerely,



Debra Kirschner  
Legal Assistant

/dek  
(Encl.)

700001584567  
-09/14/95--01030--006  
\*\*\*\*122.50 \*\*\*\*122.50

B. REGISTERED SEP 15 1995

Miami Office  
41st Floor  
200 South Biscayne Boulevard  
Miami, FL 33131-2398  
(305) 577-7000  
Fax (305) 577-7001

West Palm Beach Office  
1900 Phillips Point West  
777 South Flagler Drive  
West Palm Beach, FL 33401 6198  
(407) 650-7200  
Fax (407) 655-1509

Tallahassee Office  
Suite 601  
215 South Monroe  
Tallahassee, FL 32301 1804  
(904) 222-2300  
Fax (904) 222-8410

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KD Publishing, Inc.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is KD Publishing, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and mailing address is c/o Edward H. Davis, Jr., P.A., 200 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State.

#### ARTICLE IV

##### NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE V

##### CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

#### ARTICLE VI

##### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Edward H. Davis, Jr., P.A. The street address of the initial registered office of the corporation in the State of Florida is 200 South Biscayne Boulevard, Miami, Florida 33131 .

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

The name and street address of the initial director is Kateri Marie Davis, 8390 S.W. 160th Street, Miami, Florida 33157.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Edward H. Davis, Jr., P.A.

ARTICLE IX

BYLAWS

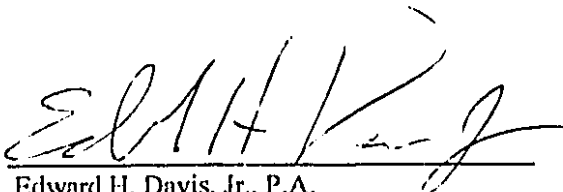
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation this 11<sup>th</sup> day of September, 1975.

  
Edward H. Davis, Jr., P.A.

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CERTIFICATE OF REGISTERED AGENT

OF

KD Publishing, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

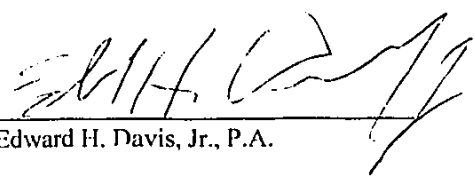
Pursuant to Chapter 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

That KD Publishing, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Edward H. Davis, Jr., P.A., located at 200 South Biscayne Boulevard, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 14<sup>th</sup> day of Sept., 1995.

  
Edward H. Davis, Jr., P.A.