

P96000004419

Offshore Publications, Inc.
3676 Collins Drive, Suite 14
West Palm Beach, Florida 33406
(407) 964-1896

January 1, 1996

Via Airborne Express

State of Florida
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

Re: Offshore Publications, Inc.

800001684898
-01/10/96--01100--004
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed is the Articles of Incorporation (original and duplicate)
for the above named corporation.

Also enclosed is a check for the following:

Filing fee	\$35.00
Certificate Under Seal	8.75
Designation of Registered Agent	35.00

	\$78.75
	=====

Please return the Certificate under Seal to us at your earliest
convenience in the enclosed SASE envelope.

Please contact us with any questions. Thank you.

Sincerely,



Ina Dell Ross

JAN 17 1996 BSB

FILED
96 JAN 10 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Offshore publications, Inc.

FILED
96 JAN 10 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE - NAME AND ADDRESS

The name of the corporation shall be Offshore Publications, Inc. The principal place of business of this corporation shall be 3676 Collins Drive, Suite 14, West Palm Beach, Florida 33406.

ARTICLE TWO - DURATION

The term of the corporation's existence is perpetual.

ARTICLE THREE - PURPOSE

The corporation's purpose is to engage in and to transact any and all business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The corporation has authority to issue One Thousand (1,000) shares, all of which shall be common shares with no par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX - REGISTERED OFFICE

The street address of the corporation's initial registered office is 1109 South Congress Avenue, West Palm Beach, Florida 33406 and the name of the initial registered agent at that address is John Michael Yeend, who by executing these articles accepts the responsibility to act in this capacity and states that he is familiar with and accepts the obligations of his position and agrees to comply with all statutes relating to the proper performance of his duties.

ARTICLE SEVEN - DIRECTORS

The initial Board of Directors shall consist of One (1) member. The name and address of the members of the initial Board of Directors are:

Ina Dell Ross 3676 Collins Drive, Suite 14
West Palm Beach, Florida 33406

ARTICLE EIGHT - INCORPORATORS

The name and address of the incorporator is Ina Dell Ross, 3676 Collins Drive, Suite 14, West Palm Beach, Florida 33406.

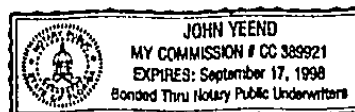
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 1 day of January, 1996.

Ina Dell Ross
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1 day of January, 1996 by the above named incorporator.

John Yeend
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE with Section 48.091, Florida Statutes, the following
is submitted:

That Offshore Publications, Inc. desires to organize or
qualify under the laws of the State of Florida, with its
principal place of business in the County of Palm Beach, State
of Florida, and has named John Michael Yeend located at 1109
South Congress Avenue, West Palm Beach, Florida 33406 as its
agent to accept service of process within Florida.

Executed this 1 day of January, 1996.

John Michael Yeend
Director

Having been named to accept service of process for the above stated
corporation, at the place designated in the Certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.

Executed this 1 day of January, 1996.

John Yeend
Registered Agent

FILED
95 JAN 10 AM 10:09
STATE
TALLAHASSEE, FLORIDA