

1201 HAYS STREET
CLEARWATER, FL 34617
813-442-0016
P9600004788



ACCOUNT NO. : 072100000032
REFERENCE : 002096 4612404
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : January 15, 1996

ORDER TIME : 2:30 PM

ORDER NO : 002096

CUSTOMER NO: 4612404

RECEIVED
96 JAN 15
DIVISION OF CORPORATE AFFAIRS

CUSTOMER: Emil C. Marquardt, Jr., Esq
MACFARLANE AUSLEY FERGUSON &
MCMULLEN
P. O. Box 1669
Clearwater, FL 34617

700001689187
-01/16/96--01014--005
****122.50 ****122.50

DOMESTIC FILING

NAME: DISCOVER PUBLICATIONS, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

SAB
1/17/96

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05 JAN 15 11 8 34
DIVISION OF CORPORATE AFFAIRS

MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELLORS AT LAW

227 SOUTH CALIFORNIA STREET
P. O. BOX 100120
TALLAHASSEE, FLORIDA 32310
(904) 224-6000 FAX (904) 224-7000

401 1/2 WELAND STREET
P. O. BOX 1000120
CLEARWATER, FLORIDA 34616
(813) 441-0000 FAX (813) 442-0470

111 MADISON STREET S., SUITE 200
P. O. BOX 101120
TAMPA, FLORIDA 33602
(813) 273-4000 FAX (813) 273-4300
OR (813) 273-1111

January 9, 1996

Clearwater Office

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314


RE: Discover Publications, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of the Incorporation for the above-named corporation. Also enclosed is the registered agent form and our firm check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee.

Should you have any questions, please advise.

Sincerely,



Emil C. Marquardt, Jr.

ECM\bs
Encs.

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ARTICLES OF INCORPORATION
OF
DISCOVER PUBLICATIONS, INC.

ARTICLE I

Name and Address

The name of this corporation is DISCOVER PUBLICATIONS, INC., whose place of business is located at 2631 McCormick Drive, Suite 103, Clearwater, Florida 34619.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issu-

ance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, Suite 800, Clearwater, Florida 34617 and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have two directors and/or officers initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Marius D. Prince, Jr.	2631 McCormick Drive Suite 103 Clearwater, FL 34619	President
Amy Prince	2631 McCormick Drive Suite 103 Clearwater, FL 34619	Secretary

ARTICLE VIII
Incorporators

The name and address of the persons signing these Articles is:

<u>Name</u>	<u>Address</u>
Marius D. Prince, Jr.	2631 McCormick Drive Suite 103 Clearwater, FL 34619

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
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

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

ARTICLE XIII
Amendment

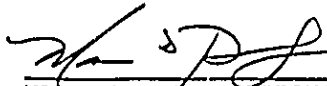
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or

by distributing such votes on the same principle among any number of such candidates.

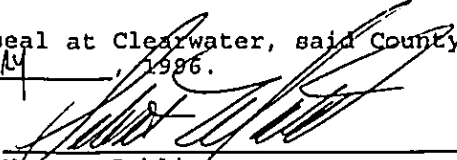
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8 day of JANUARY 1996.

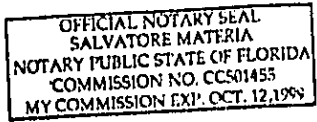

MARIUS D. PRINCE, Jr.,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MARIUS D. PRINCE, Jr., to me personally known or who has produced DRIVERS LICENSE as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 8 day of JANUARY, 1996.

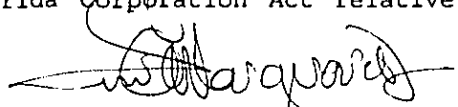

Notary Public
Print Name SALVATORE MARQUARDT
My Commission Expires: 10/12/99



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for DISCOVER PUBLICATIONS, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


EMIL C. MARQUARDT, JR.

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