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January 8, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

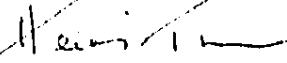
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-01712/96--01037--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation

Dean Sims:

Enclosed is the original and one copy of the Articles of Incorporation, including the Certificate Designating Registered Agent, for Turner Publishing Corporation. Also enclosed is a check to cover the cost of filing same.

Sincerely



Heidi Turner  
Incorporator  
535 Putter Lane  
Longboat Key FL 34228

Enclosures: Articles of Incorporation  
Certificate Designating Registered Agent  
Check for filing costs

FILED  
JAN 12 PM 2:23  
TALLAHASSEE, FLORIDA

8M JAN 17 1996

ARTICLES OF INCORPORATION

OF

TURNER PUBLISHING CORPORATION

FILED  
95 JAN 12 PM 2:23  
TALLAHASSEE, FLORIDA

The undersigned incorporate to these Articles of Incorporation hereby form a Corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is: Turner Publishing Corporation

ARTICLE II

Term of Existence

Corporate existence shall commence upon filing of the Articles of Incorporation by the Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

This Corporation is organized for the purpose of engaging in any and all lawful businesses, directly or indirectly through other corporations, partnerships, joint ventures or other enterprises, for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Powers

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, patent, copyright, trademark, intellectual property or any other asset, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and establish, from time to time, their compensation, by contractual arrangement, incentive or otherwise.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, athletic, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, and employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholders.

(q) To provide for director, officer, errors and omissions, or any other fiduciary, fidelity, property or casualty insurance to the maximum extent permissible by any law for the corporation and any of its directors or officers.

(r) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its purposes and/or commerce.

## ARTICLE V

### Capital Stock

This Corporation is authorized to issue 2,000 shares of Common Stock with par value of one dollar (\$1.00) per share.

## ARTICLE VI

### Initial Principal Office and Registered Agent

The street address of the initial Principal Office of this Corporation is:

535 Putter Lane  
Longboat Key FL 34228

Such address may be changed from time to time by the Board of Directors of the Turner Publishing Corporation without amendment to these articles.

The name of this Corporation's initial Registered Agent at such address is: Richard T. Schneider

## ARTICLE VII

### Directors

The number of directors of the Corporation may be either increased or diminished from time to time by the by-laws of the Corporation; provided however, there shall always be at least two directors. The name and address of the initial directors of this Corporation, who shall serve until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Heidi Turner	535 Putter Lane, Longboat Key FL 34228
Sue-Ellen Welforder	520 Wedge Lane, Longboat Key FL 34228

## ARTICLE VIII

### Incorporator

The name and street address of the incorporator signing these Articles of Incorporation are:

Heidi Turner 535 Putter Lane, Longboat Key FL 34228

## ARTICLE IX

### Special Provisions

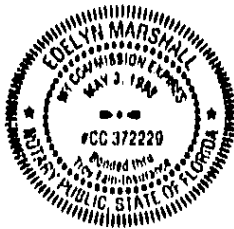
The Board of Directors shall have the power to adopt, alter, amend or repeal the by-laws of the Corporation, subject always to the rights of shareholders with respect thereto.

## ARTICLE X

### Amendments

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights herein conferred upon shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles this Day of December 1995.



Heldi Turner  
Heldi Turner

STATE OF FLORIDA

COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 14 day of Dec. 1995

Edelyn Marshall  
Notary Public

my commission expires: May 3, 1998

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for Turner Publishing Corporation, at the place designated in the Articles of Incorporation, 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.

Dated:

Jan 5, 1996

Signed:

*Richard S. Lehner*

Registered Agent

TALLAHASSEE, FLORIDA

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FILED