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JENNIFER L. WHITELAW

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INTELLECTUAL PROPERTY
AND RELATED CAUSES

VIA CERTIFIED MAIL #2 387 587 354

January 19, 1996

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

700001697087
-01/24/96--01096--019
****122.50 ****122.50

Re: Incorporation - Athena Publications, Inc.

Dear Sir or Madam:

I enclose for filing the Articles of Incorporation for Athena Publications, Inc. Please file immediately and return the certificate and all other corporate documents to the corporation c/o my office at the above address.

Also enclosed is my law office check for all government, filing, issue and certification fees.

Sincerely,

Jennifer L. Whitelaw
Jennifer L. Whitelaw

Enclosures - 2

cc: Mr. William F. Rust

96 JAN 24 AM 8:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 1/29/96

Articles of Incorporation
of
Athena Publications, Inc.

FILED
96 JAN 24 AM 0 32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as incorporator of a corporation under the Florida Business Corporations Act adopts the following Articles of Incorporation of such corporation:

ARTICLE I
NAME

The name of the corporation is Athena Publications, Inc.
The mailing address is c/o Law Offices of Jennifer L. Whitelaw, 800 Harbour Drive, Suite 1000, Naples, Florida 33940.

ARTICLE II
CORPORATE DURATION

The period of its duration is perpetual.

ARTICLE III
PURPOSES

The purpose is to publish works of history, exploration, archaeology and all other types of works, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV
CAPITALIZATION

The Corporation shall have the authority to issue 1,000 shares of common stock with \$1.00 par value.

ARTICLE V
REGISTERED OFFICE AND AGENT, INCORPORATOR

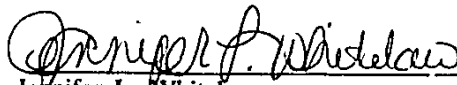
The address of the initial registered office is Law Offices of Jennifer L. Whitelaw, 800 Harbour Drive, Suite 1000, Naples, Florida 33940, and the name of its initial registered agent and incorporator at said address is Jennifer L. Whitelaw.

ARTICLE VI
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one, whose name and address is:

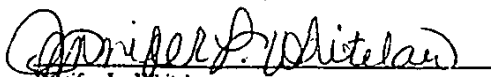
William F. Rust, Post Office Box 10904, Naples, Florida 33941

Dated: January 19, 1996


Jennifer L. Whitelaw
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned designated as the registered agent hereby agrees to comply with the provisions of the Florida Business Corporation Act, to accept this capacity, maintain the designated place, and accept service of process.


Jennifer L. Whitelaw
Registered Agent