

P96000021666

FIELDSTONE LESTER & SHEAR

FIRST UNION FINANCIAL CENTER
SUITE 2100
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
TELEPHONE (305) 582-1555
FACSIMILE (305) 582-1550

RONALD FIELDSTONE, PA
PAUL A. LESTER, PA
DAVID SHEAR, PA

FIELDSTONE LESTER & SHEAR
IS OF COUNSEL TO
HANSMAN CHIDEN KONGEL
HERTZBERG & CHATKIN, PA

March 4, 1996

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

300001735389
-03/07/96--01046--007
****122.50 ****122.50

RE: Coastal Publishing, Inc.

Gentlemen:

Enclosed you will find original and one copy of the Articles of Incorporation of Coastal Publishing, Inc. Also enclosed is our check in the sum of \$122.50, representing your filing fees.

If you have any questions concerning the enclosures, please feel free to contact our office.

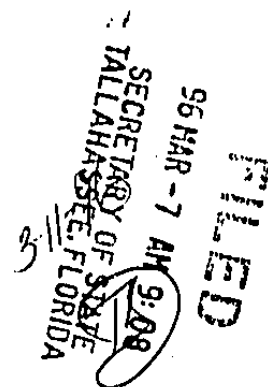
Sincerely,

David Shear

DS/cs

Encls.

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ARTICLES OF INCORPORATION
OF

COASTAL PUBLISHING, INC.

ARTICLE I - NAME

The name of this corporation is COASTAL PUBLISHING, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and the name and address of the initial registered agent of this corporation is:

Name	Address
David Shear	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

Name	Address
David Shear	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

The name and address of the person signing these Articles of Incorporation is:

Name	Address
David Shear	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

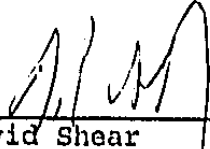
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of March, 1996.



David Shear
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared David Shear, who is known to me or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of March, 1996.

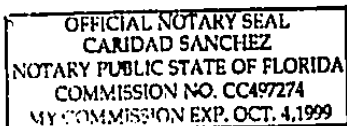


Signature

CARIDAD SANCHEZ

Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:



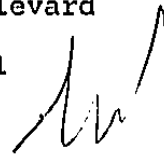
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

COASTAL PUBLISHING, INC.
2. The name and address of the registered agent and office is:

David Shear
200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33131



David Shear

Title: Incorporator

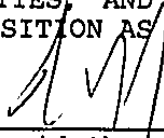
Date: March 4th, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



David Shear

Date: March 4th, 1996.

LAW OFFICES
FIELDSTONE LESTER & SHEAR

FIRST UNION FINANCIAL CENTER
SUITE 2100
200 SOUTH DIRECTOR BOULEVARD
NORTH FORT MYERS, FL 33911

RONALD E. LESTER, P.A.
PAUL A. LESTER, P.A.
DAVID B. LESTER, P.A.

LYNNE HAMILTON NOWELL

OF COUNSEL
ROBERT E. LADD, P.A.

TELEPHONE (888) 882-1555
FACSIMILE (888) 882-1556
WEB SITE: <http://www.fl-s.com>
E-MAIL: fls@fl-s.com

FIELDSTONE LESTER & SHEAR
200 SOUTH DIRECTOR BOULEVARD
NORTH FORT MYERS, FL 33911
ROBERT E. LADD, P.A.

996000021666

July 24, 1997

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

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RE: Coastal Publishing, Inc.

Gentlemen:

Enclosed you will find a copy of a Resignation concerning the above captioned corporation. Please change your records to show that I am no longer an officer, director or registered agent of same.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,


David Shear

DS/cs

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APPROVED
AND
FILED
JUL 25 1997
TALLAHASSEE
FLORIDA
STATE
DIVISION OF
CORPORATIONS

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9-3-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1997

DAVID SHEAR, ESQ.
LAW OFFICES FIELDSTONE, LESTER & SHEAR
SUITE 2100, 200 SOUTH BISCAYNE BLVD.
MIAMI, FL 33131

SUBJECT: COASTAL PUBLISHING, INC.
Ref. Number: P96000021666

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To file a resignation as an officer or director with this office, the enclosed form should be completed and returned with a filing fee of \$35 per person resigning.

To resign as registered agent for a corporation, the enclosed resignation form should be completed and returned with a fee of \$87.50 for an active corporation or \$35 for an administratively dissolved corporation.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 697A00038130

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

97 SEP -5 11:10:15

APPROVED
AND
FILED

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, David Shear, hereby resign as Director
(Title)

of Coastal Publishing, Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

APPROVED
AND
FILED
97 SEP -5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

LAW OFFICES
FIELDSTONE LESTER & SHEAR

FIRST UNION FINANCIAL CENTER
SUITE 2100
200 SOUTH DISCAYNE BOULEVARD
Miami, Florida 33131

RONALD FIELDSTONE, P.A.
PAUL A. LESTER, P.A.
DAVID SHEAR, P.A.

LYNNE HAMILTON HORTON

OF COUNSEL
ROBERT E. LLOYD, P.A.

TELEPHONE (305) 902-1500
FACSIMILE (305) 902-1500
WEB SITE: <http://www.fl-s.com>
E-MAIL: fl-s.com

FIELDSTONE LESTER & SHEAR
IS OF COUNSEL TO:
MANZMAN CHIDEN
KORON & CHAYKIN, P.A.

PA6000021666

August 28, 1997

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

RE: Coastal Publishing, Inc.

Gentlemen:

Enclosed you will find the following:

1. Officer/Director Resignation.
2. Resignation of Registered Agent.
3. Check in the sum of \$122.50, representing your filing fees.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,

David Shear /cs
David Shear

DS\cs

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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\$122.50

Florida Department of State, Sandra B. Mortham, Secretary of State

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, David Shear
(Name of registered agent)

hereby resigns as Registered Agent for Coastal Publishing, Inc.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.


(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP -5 AM 10:15

APPROVED
AND
FILED

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation