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LIVINGSTON, PATTERSON, STRICKLAND & WEINER, P.A.

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April 1, 1996

Secretary of State
Division of Corporations
New Filings
409 East Gaines Street
Tallahassee FL 32301

FEDERAL EXPRESS

700001767047
-04/02/96--01116--008
****122.50 ****122.50

Re: BEACHAM PUBLISHING CORPORATION

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

- \$35.00 - Filing Fee
- 52.50 - One Certified Copy
- 35.00 - Registered Agent

EFFECTIVE DATE

4-1-96

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope. Please note that there is an effective date of April 1, 1996 on the Articles of Incorporation.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON
STRICKLAND & WEINER, P.A.

April A. Haley
April A. Haley
Corporate Legal Assistant

Dmc
4/9/96

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96 APR -2 AM 9:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 APR -2 AM 9:24

ARTICLES OF INCORPORATION OF
BEACHAM PUBLISHING CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Beacham Publishing Corporation.

Article II - Commencement

This corporation shall commence on April 1, 1996.

EFFECTIVE DATE

4-1-96

Article III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock.

Article IV - Mailing Address and Principal Office

The mailing address and principal office of the corporation is 46 N. Washington Boulevard, #1, Sarasota FL 34236.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 North Washington Boulevard, #1, Sarasota FL 34236 and the name of the initial registered agent of this corporation at that address is John Patterson.

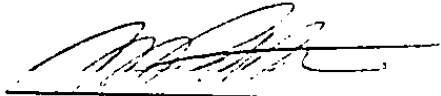
Article VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is John Patterson, 46 North Washington Boulevard, #1, Sarasota FL 34236.

Article VII - Incorporator

The name and address of the person signing these Articles is John Patterson, 46 North Washington Boulevard, #1, Sarasota FL 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of April, 1996.



John Patterson, Incorporator

FILED

96 APR -2 AM 9:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, JOHN PATTERSON, having a street address of 46 North Washington Boulevard, #1, Sarasota FL 34236, having been appointed by the directors of BEACHAM PUBLISHING CORPORATION, as registered agent, states as follows:

1. The corporation shall maintain an office at 46 North Washington Boulevard, Suite 1, Sarasota FL 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.



JOHN PATTERSON

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