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Law Office of
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April 5, 1996

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

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04/05/96--01007--007
***122.50 ***122.50

RE: ARTICLES OF INCORPORATION OF GOODMAN & NOBEL, INC.

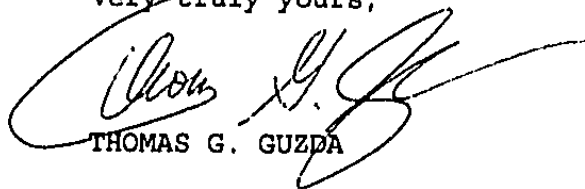
Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Goodman & Nobel, Inc., along with this law firm's check in the amount of \$122.50, representing the filing fee for establishing this corporation.

Please return the certified copy of the Articles of Incorporation to the attention of the undersigned at your earliest possible convenience.

Thank you.

Very truly yours,


THOMAS G. GUZDA

TGG/tgg
enclosures
check

Dmc
4/12/96

FILED
96 APR -8 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOODMAN & NOBEL, INC.

FILED

96 APR -8 AM 10:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Goodman & Nobel, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of this business is book publishing, and to conduct all business lawfully permitted under the Laws of The State of Florida and the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of capital stock having a par value of One Dollar (\$1.00) per share. Capital stock shall be the only class of stock this corporation shall have the authority to issue.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE V. REGISTERED AGENT & INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Spring Levine
115 NE 9th Street, #5
Pompano Beach, Florida, 33060
(954) 946-0573

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this corporation and her street address is:

Spring Levine
115 NE 9th Street, #5
Pompano Beach, Florida, 33060
(954) 946-0573

The person named as initial director shall hold office for the first year of existence of this corporation or until her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

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

Spring Levine
115 NE 9th Street, #5
Pompano Beach, Florida, 33060
(954) 946-0573

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. DUTIES OF OFFICERS OF THE CORPORATION

The stockholders shall determine the title and duties of each officer of this corporation.

ARTICLE XI. REGISTERED AGENT FOR SERVICE OF PROCESS

That this corporation hereby appoints Spring Levine as its registered agent to accept service of process within the State of Florida. The street address of the registered agent for service of process within the State of Florida shall be 115 NE 9th Street, #5, Pompano Beach, Florida, 33060.

ARTICLE XII. CORPORATION'S PRINCIPAL OFFICE & MAILING ADDRESS

That this corporation's principal office and mailing address is 115 NE 9th Street, #5, Pompano Beach, Florida, 33060.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 3rd day of April, 1996.

Spring Levine
SPRING LEVINE
Incorporator
Goodman & Nobel, Inc.

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public personally appeared SPRING LEVINE, who produced a Florida Drivers License as identification, and known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 3rd day of April, 1996.

Thomas G. Guzda
Notary Public
State of Florida at Large

My commission expires:



THOMAS G. GUZDA
My Comm Exp. 4/10/99
Bonded By Service Ins
No. CC452077
[1] Personally Known [Signature]

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for Goodman & Nobel, Inc., the above-stated corporation, at the location designated in these Articles of Incorporation (115 NE 9th Street, #5, Pompano Beach, Florida, 33060), 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 this 3rd day of April, 1996.

BY: Spring E. Levine
SPRING LEVINE
Registered Agent for
Service of Process for
Goodman & Nobel, Inc.

FILED
96 APR -8 11:10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA