

LAW OFFICES OF

RUBINSTEIN, KORNIK, BLOOM & MINSKER

A Professional Association

Attorneys and Counselors at Law

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April 11, 1996

Bureau of Corporate Records
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: WORTH CUSTOM PUBLISHING CORPORATION
Firm File No. 16000.028

Dear Sir or Madam:

With reference to the above-captioned corporation, please find enclosed one original and one copy of the Articles of Incorporation along with check, payable to the Secretary of State, in the amount of \$122.50, in payment of the following:

Filing Fee:	35.00
Certified Copy Fee:	52.50
Registered Agent Filing Fee:	35.00
Total:	\$122.50

Please return the certified copy of the Articles of Incorporation to the attention of the undersigned.

Thank you for your usual prompt assistance in this regard.

Very truly yours,

RUBINSTEIN AND KORNIK,
A Professional Association

Gladys Otero
GLADYS OTERO, LEGAL ASSISTANT

Enclosures

KENNETH M. BLOOM
NINA ZUCKERMAN CHEPP
STACY SCHRAGE GOLDSTEIN
STUART C. HOROWITZ
GARY H. KORNIK
JOEL N. MINSKER
ROWENA D. REICH
JEREMY D. RUBINSTEIN

OF COUNSEL

ROBERT A. SEGALL

Board Certified in Taxation

Also Admitted in Pennsylvania and New Jersey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BSB

ARTICLES OF INCORPORATION
OF
WORTH CUSTOM PUBLISHING CORPORATION

The undersigned, natural persons competent to contract, hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is: WORTH CUSTOM PUBLISHING CORPORATION.

The principal office and mailing address of this corporation is: 5979 N.W. 151st Street, Suite 120, Miami Lakes, Florida 33014.

ARTICLE II CORPORATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5979 N.W. 151st Street, Suite 120, Miami Lakes, Florida 33014 and the name of the initial registered agent at that address is HAROLD A. HERMAN.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have One (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name and address of the initial member of the Board of Directors of this corporation is:

HAROLD A. HERMAN
5979 N.W. 151st Street, Suite 120
Miami Lakes, Florida 33014

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

HAROLD A. HERMAN
5979 N.W. 151st Street, Suite 120
Miami Lakes, Florida 33014

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which

those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

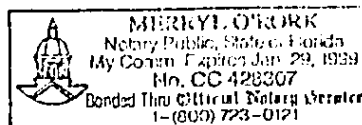
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of April, 1996.

Harold A. Herman
HAROLD A. HERMAN
Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9th day of April, 1996, by HAROLD A. HERMAN. He is personally known to me or who has produced _____ as identification.

Merryl O'Rourke
Printed Name: MERRYL O'ROURKE
NOTARY PUBLIC, STATE OF FLORIDA
My Commission: _____



CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.0501 FLORIDA STATUTES, (1994, Supp.), as may be amended, the following is submitted:

That, WORTH CUSTOM PUBLISHING CORPORATION, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 5979 N.W. 151st Street, Suite 120, Miami Lakes, Florida 33014 and the name of the initial registered agent at that address is HAROLD A. HERMAN, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, HAROLD A. HERMAN hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

Harold A. Herman
HAROLD A. HERMAN
NOTARY PUBLIC
STATE OF FLORIDA
APR 24 1996

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

The foregoing instrument was acknowledged before me this 9th day of April, 1996, by HAROLD A. HERMAN. He is personally known to me or who has produced _____ as identification.

Merryl O'Rourke
Printed Name: MERRYL O'ROURKE
NOTARY PUBLIC, STATE OF FLORIDA
My Commission: _____

