

P96000050465

Law Office of
HARVEY SCHONBRUN
Attorneys and Counsellors at Law

HARVEY SCHONBRUN
Board Certified
Will, Trusts & Estates
S. DAVID ANTON

FILED
JUN 10 AM 10:30
SECRET
TALLAHASSEE, FLORIDA
1802 North Morgan Street
Tampa, Florida 33602-2328
Tel. (813) 229-0664
Fax (813) 228-9471

June 6, 1996

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

000001857520
-06/11/96--01027--017
***122.50 ***122.50

Re: Incorporation of: Gopher Publications, Inc.

Dear Sirs/Madam:

Enclosed are the following with regard to the above captioned matter:

1. The original and one copy of the Articles of Incorporation of the above named corporation.
2. An executed Resident Agent Form.
3. My check to your order in the amount of \$122.50 to cover the costs of the filing fee, Certified Copy and Registered Agent Form.

Thank you very much for your processing of the above enclosures.

Very truly yours,


S. David Anton, Esq.

SDA\bd

enc.

24
6-13-96

**ARTICLES OF INCORPORATION
OF
GOPHER PUBLICATIONS, INC.**

FILED
96 JUN 10 AM 10:30
SECR. STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this corporation is: **GOPHER PUBLICATIONS, INC.**

ARTICLE II

DURATION: This corporation shall have perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the following purposes: To create and be involved in the promotion and marketing of retail and wholesale items, and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer and otherwise deal with real and personal property wherever situate, and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue ONE THOUSAND (1,000) shares of capital stock which shall be designated "Common Shares" and all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof one vote at any stockholders' meeting and otherwise to participate in all meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be issued for such consideration as may be determined by the Board of Directors. They may be paid for in lawful money of the United States of America, or in property, labor or services. In the absence of fraud, the judgment of the Directors as to the value of property or services received in consideration for the issuance of said stock shall be conclusive and binding upon all persons whomsoever.

ARTICLE V

PREEMPTIVE RIGHTS: Upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he or she already holds, each and every shareholder shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all Stockholders and the Stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 7301 Ehrlich Rd., Tampa, FL 33625, and the name of the initial registered agent of the corporation at that address is Kimberly D. Mackey.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS: The initial principal office of the corporation is located at 7301 Ehrlich Rd., Tampa, FL 33625. The Board of Directors may from time to time move the principal office to any other address in Florida and the corporation may have their offices, agencies and branches at such places as may be determined by the Board of Directors.

Meetings of the Stockholders and Directors of the corporation may be held at places within or without the State of Florida, and other than at the principal office of the corporation, and the place or places for the holding of such meetings may be specified in any By-Laws or by the Board of Directors.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS: The corporation shall have THREE (3) Director(s) initially. The number of Directors may be increased or diminished from time to time by any By-Laws that may be adopted by the Stockholders, but shall never be less than one (1). Vacancies on the Board of Directors may be filled at any meeting of the Stockholders or at any meeting of the Directors.

Directors need not be Stockholders of the corporation. They shall hold office after their election for a period of one (1) year or until their successors are duly elected and qualified, subject to their removal by the Stockholders at any time with or without cause.

The Board of Directors shall have complete charge of the business of the corporation and shall have power to elect a committee of the Board and to delegate to that committee, as well as to the Officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable. The Board of Directors shall elect the Officers of the corporation who shall consist of a President, Secretary and Treasurer and such other Officers as the Board of Directors deems to be advisable and shall determine the compensation of such Officers including those who may also be Directors. None of these Officers are required to be Stockholders of the corporation. All such Officers shall have such rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

The following persons, listed with their address, shall constitute the first board of directors of the corporation:

NAME

ADDRESS

Kimberly D. Mackey

6406 Appaloosa Dr.
Tampa, FL 33625

Mark T. Anderson

6406 Appaloosa Dr.
Tampa, FL 33625

Bradley C. Page

16007 Burnham Way
Tampa, FL 33647

ARTICLE IX

INCORPORATOR: The name and address of the person signing these Articles of Incorporation is: Kimberly D. Mackey, 6406 Appalocosa Dr., Tampa, FL 33625.

ARTICLE X

BYLAWS: The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

DEALINGS BY INTERESTED PARTIES: No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one (1) or more of the Stockholders, Directors or Officers of this corporation is or are interested in, or is or are a Stockholder, Director or officer of such other corporation, and no contract or other transaction between this corporation and any other person, entity or firm shall be affected or invalidated by the fact that any one (1) or more Stockholders, Directors or Officers of this corporation is a party to, or are parties to, or are interested in such contract or transaction provided that in each such case all Stockholders and members of the Board of Directors of this corporation are aware of the nature and extent of such interest in and to the other corporation, entity, firm or person.

ARTICLE XII

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5th day of June, 1996.

Susan J. Ridgeway
Witness

Kimberly D. Mackey
Kimberly D. Mackey, Subscriber

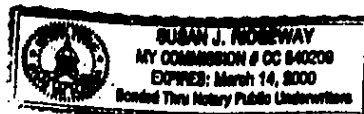
[Signature]
Witness

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before by Kimberly D. Mackey, who is personally known to me or who produced a Florida Drivers License as identification on this 5th day of June, 1996.

Susan J. Ridgeway
Notary Public, State of Florida
Name: Susan J. Ridgeway

My Commission Expires:



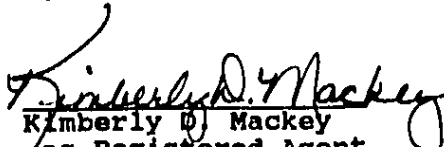
**CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GOPHER PUBLICATIONS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named KIMBERLY D. MACKEY, located at 6406 Appaloosa Drive, City of Tampa, County of Hillsborough, State of Florida, zip code 33625, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Kimberly D. Mackey
as Registered Agent