

P96000058326

CAPITAL CONNECTION, INC.

417 B. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: _____ of _____ No 52813

Harcourt-Peters, Inc.

Capital Express™
 Art. of Inc. Filing
 Corp. Record Search
 Ltd. Partnership Filing
 Foreign Corp. Filing
 () Cert. Copy(s)
 Art. of Amend. Filing
 Dissolution/Withdrawal
 O U S.
 Filitious Name Filing
 Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing
 Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval
 UCC 1 or 3 Filing
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prop.
 FAX () pgs.

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....
 \$

R. CHESER JUL 11 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/11		
TIME	19.100		CK No.
BY	87		

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

HARCOURT-PRESSMAN, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION HEREBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

THE NAME OF THE CORPORATION IS HARCOURT-PRESSMAN, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

THE CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS IS 1691 FORUM PLACE, SUITE 354, WEST PALM BEACH, FLORIDA 33401.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

THE CORPORATION SHALL EXIST PERPETUALLY. THE CORPORATE EXISTENCE SHALL COMMENCE UPON THE DATE OF FILING OF THESE ARTICLES OF INCORPORATION WITH THE DEPARTMENT OF STATE.

FILED
95 JUL 11 PM 2:25
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

NATURE OF BUSINESS

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS.

ARTICLE V

CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING ONE CLASS OF STOCK, TO BE DESIGNATED AS COMMON STOCK. THE MAXIMUM NUMBER OF SHARES OF COMMON STOCK WHICH THE CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING IS 10,000 SHARES OF COMMON STOCK OF NO PAR VALUE. HOLDERS OF COMMON STOCK ARE ENTITLED TO VOTE ON ALL QUESTIONS REQUIRED BY LAW ON THE BASIS OF ONE VOTE PER SHARE AND THERE SHALL BE NO CUMULATIVE VOTING. HOLDERS OF COMMON STOCK SHALL HAVE PRE-EMPTIVE RIGHTS TO SUBSCRIBE TO THE CORPORATION'S SECURITIES AND ARE ENTITLED TO RECEIVE THE NET ASSETS OF THE CORPORATION UPON DISSOLUTION.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS EDWARD DAVIS. THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA IS 1691 FORUM PLACE, SUITE 354, WEST PALM BEACH, FLORIDA 33401.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE INITIAL DIRECTOR. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR IS EDWARD DAVIS, 1001 FORUM PLACE, SUITE 354, WEST PALM BEACH, FLORIDA 33401. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME IN THE MANNER PROVIDED IN THE BYLAWS OF THE CORPORATION.

ARTICLE IX

BYLAWS

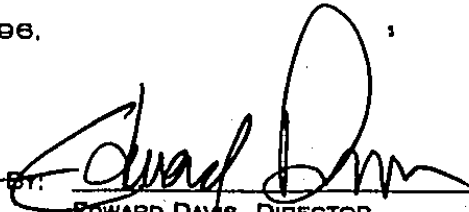
THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY, TO THE FULL EXTENT PERMITTED BY LAW, ANY OFFICER OR ANY DIRECTOR OF THE CORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 8TH DAY OF JULY 1996.

BY: 
EDWARD DAVIS, DIRECTOR

CERTIFICATE OF REGISTERED AGENT

OF

HARCOURT-PRESSMAN, INC.

PURSUANT TO CHAPTER 607,0501 OF THE FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

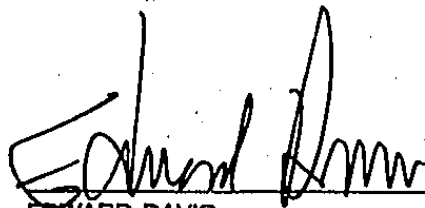
HARCOURT-PRESSMAN, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION, IN THE CITY
OF WEST PALM BEACH, COUNTY OF PALM BEACH, STATE OF FLORIDA, NAMES EDWARD DAVIS, JR.
FORUM PLACE, SUITE 354, WEST PALM BEACH, FLORIDA 33401 AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITH THIS STATE.

FILED
JUL 11 PM 5:25
CLERK OF DISTRICT COURT
PALM BEACH, FLORIDA

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR ADVANTAGE WEST PALM BEACH,
INC., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS
CAPACITY AND AGREES TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN
SAID OFFICE.

DATED THIS 29TH OF JUNE 1996.


EDWARD DAVIS

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

P96000058326

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ **Express Mail No.** _____

State Fee \$ _____ **Our \$** _____

File 1st

RE: Harcourt - Pressman,
Inc.

DISBURSED

058326

_____ Expired _____

Corp. Record Book _____

Ltd. Partnership File _____

Foreign Corp. File _____

() Cert. Copy(s) _____

Art. of Amend. File _____
Dissolution Withdrawal _____
CUS _____

Fictitious Name File _____

Name Reservation	100002158	91-12-22
Annual Report/Reinstatement	-04/30/97	01006-017
Reg. Agent Service	*****32.00	*****35.00
Document Filing	75	97

- _____ Corporate Klt
- _____ Vehicle Search
- _____ Driving Record
- _____ Document Retrieval

_____ UCC 1 or 3 File
 _____ UCC 11 Search
 _____ UCC 11 Retrioval
 _____ File No.'s, _____ Copies
 _____ Courier Service _____
 _____ Shipping/Handling
 _____ Phone ()
 _____ Top Priority _____
 _____ Express Mail Prep. _____
 _____ FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$ 4130
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Long Vol Dis

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-30-92	_____	_____
TIME	9:35	_____	CK No. _____
BY	PS	_____	

WALK-IN
Will Pick Up _____

TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF DISSOLUTION

OF

HARCOURT-PRESSMAN, INC.

FILED

**97 APR 30 PM 12:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned subscriber to these Articles of Dissolution hereby dissolves a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

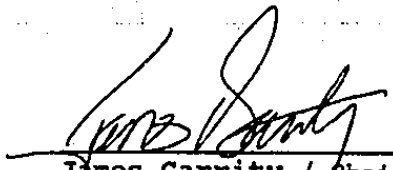
The name of the corporation is Harcourt-Pressman, Inc.

**ARTICLE II
DATE DISSOLUTION AUTHORIZED**

This dissolution of this corporation was authorized on April 29, 1997.

**ARTICLE III
DISSOLUTION WAS APPROVED BY SHAREHOLDERS**

The number of votes cast by the shareholders was sufficient for approval of the dissolution of the corporation.


James Garrity / Chairman,
Sole Shareholder and Director