

1200 HAYS STREET
TAMPA, FL 33601
800-344-8080
P960000060442



PREMIER MAIL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 023911 3487A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : July 18, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 023911

CUSTOMER NO: 3487A

700001898287

CUSTOMER: Ms. Laurie Wright
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: PRO-D-ZINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 18 AM 10:01

95 JUL 18 11:00:03
JENNIFER MORAN
7/19/96

FILED
SECRETARY OF STATE
PRO-D-ZINE CORPORATIONS

ARTICLES OF INCORPORATION
OF
PRO-D-ZINE, INC.

96 JUL 18 AM 10:01

ARTICLE 1. - NAME

The name of the corporation is PRO-D-ZINE, INC.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 6132 Country Club Way, Sarasota, FL, 34243. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 6132 Country Club Way, Sarasota, FL, 34243. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida, 34237, and the name of the initial registered agent of this corporation at that address is Icard, Merrill, Cullis, Timm, Furen

& Ginsburg, P.A.; Attention: F. Thomas Hopkins.

ARTICLE 8. - 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, but shall never be less than one. The name and address of the initial director of this corporation is:

Edgar S. Lemmey
6132 Country Club Way
Sarasota, FL, 34243

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

F. THOMAS HOPKINS
ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and

directors or arising out of their status as such.

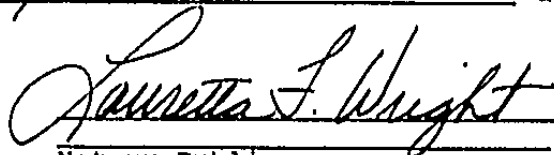
The undersigned Incorporator has executed these Articles of Incorporation on the 17th day of July, 1996.


F. THOMAS HOPKINS

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of July, 1996, by F. THOMAS HOPKINS, who is personally known to me or who has produced N/A as identification.



Notary Public
State of Florida at Large
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
PRO-D-ZINE, INC.

96 JUL 18 AM 10:01

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: July 17, 1996.

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

By: 

F. Thomas Hopkins,
its authorized agent

Registered Agent