

GREENBERG  
TRAURIG  
ATTORNEYS AT LAW

David S. Oliver, Esq.  
Direct Dial (407) 418-2383

P96000071100

August 13, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
AUG 27 AM 10:51  
TALLAHASSEE, FLORIDA

Re: *Articles of Incorporation of Royalty Publication, Inc.*

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Royalty Publication, Inc., to be filed. Also enclosed is our check made payable to the Secretary of State in the amount of \$122.50 which represents the following:

\$ 35.00 filing fee;  
\$ 52.50 fee for a certified copy; and  
\$ 35.00 registered agent fee.  
\$122.50

FILED  
AUG 27 AM 10:51  
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation of Royalty Publication, Inc., and return the certified copy to me by U.S. Mail. I have enclosed a pre-addressed, stamped envelope for your convenience.

If you should have any questions, please feel free to contact me.

Thank you in advance for your cooperation.

Sincerely,

GREENBERG TRAURIG

David S. Oliver

DSO/dmf  
8/37

David S. Oliver, Esq.  
2100 010000

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.  
P.O. Box 4923 ORLANDO, FLORIDA 32802-4923  
407-420-1000 FAX 407-420-5909  
111 NORTH ORANGE AVENUE SUITE 2050 ORLANDO, FLORIDA 32801  
MIAMI NEW YORK WASHINGTON, D.C.  
FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE ORLANDO

R.A. Oliver  
P96-17223



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 16, 1996

GREENBERG TRAURIG  
DAVID S. OLIVER  
P.O. BOX 4923  
ORLANDO, FL

SUBJECT: ROYALTY PUBLICATION, INC.  
Ref. Number: W96000017223

We have received your document for ROYALTY PUBLICATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 196A00039158

ARTICLES OF INCORPORATION  
OF  
ROYALTY PUBLICATION, INC.

FILED  
56 AUG 27 AM 10 51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be ROYALTY PUBLICATION, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is Ten Thousand (10,000) shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

#### ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows: Vicki Walk, 1035 S. Semoran Blvd., Ste. 1015, Winter Park, FL 32792 and Charles Sanford, 1035 S. Semoran Blvd., Ste. 1015, Winter Park, FL 32792.

#### ARTICLE X

The initial registered agent of the corporation is David S. Oliver. The street address of the corporation's initial registered office is 111 N. Orange Avenue, Suite 2050, Orlando, FL 32801.

#### ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 1035 S. Semoran Blvd., Ste. 1015, Winter Park, FL 32792.

#### ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is David S. Oliver, 111 N. Orange Avenue, Ste. 2050, Orlando, FL 32792.

#### ARTICLE XIII AMENDMENT

The 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 shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 3rd day of August, 1996.

  
\_\_\_\_\_  
David S. Oliver

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd  
day of August, 1996, by David S. Oliver, who is personally known  
to me.

(SEAL)

Donna M. Flynn  
NOTARY PUBLIC

Print Name: Donna M. Flynn

My Commission Expires: 05/05/99

ACCEPTANCE BY REGISTERED AGENT

NOTARY PUBLIC  
Donna M. Flynn  
Notary Public, State of Florida  
Commission No. CC 445862  
My Commission Expires 05/05/99

Having been named as registered agent for the above-named corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

David S. Oliver

FILED  
96 AUG 27 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA