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PROFESSIONAL ASSOCIATION

COUNSELORS AT LAW

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JOHN F. MARIANI

WRITER'S DIAL NO.
14071 787

H. IRWIN LEVY
OF COUNSEL

99600083187
October 3, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32301

700001965717
-10/04/96--01104--010
****122.50 ****122.50

RE: Incorporation of ALM Express, Inc.
Our File: 5264.001

Dear Sir/Madam:

Enclosed please find one original and a copy of the Articles of Incorporation for ALM Express, Inc. which have been executed. Also enclosed is this law firm's check in the amount of \$122.50 which represents your fees associated with filing the same. I would appreciate it if you could file the enclosed and return one stamped copy to the undersigned in the enclosed, self-addressed, stamped envelope.

If you have any questions or comments concerning the enclosed, please do not hesitate to call.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFIELD & del RUSSO, P.A.

BY:

Tracy Lee Longo
TRACY LEE LONGO, Assistant

/s/ *[Signature]*
enc.

H. Morris Statch

96 OCT 11 PM 11:35

**ARTICLES OF INCORPORATION
OF
ALM EXPRESS, INC.**

FILED
96 OCT -4 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be ALM EXPRESS, INC. The principal office and mailing address of the corporation is 124 Sunflower Circle, Royal Palm Beach, Florida 33411.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is John Peter Shull, Jr., 124 Sunflower Circle, Royal Palm Beach, Florida 33411, and the name of the initial registered agent at such address is John Peter Shull, Jr.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

John Peter Shull, Jr.
124 Sunflower Circle
Royal Palm Beach, FL 33411

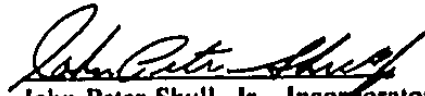
Steve Swinford
845 Bleich Road
Paducah, Kentucky 42003

Pete Gunn, III
P.O. Box 487
Denton, Kentucky 42025

ARTICLE VII -- INCORPORATOR

The name and address of the persons signing these Articles are: John Peter Shull, Jr., 124 Sunflower Circle, Royal Palm Beach, FL 33411; Steve Swinford, 845 Bleich Road, Paducah, Kentucky 42003 and Pete Gunn, III, P.O. Box 487, Denton, Kentucky 42025.

IN WITNESS WHEREOF, we have made and subscribed these Articles this ____ day of September, 1996.


John Peter Shull, Jr., Incorporator/Director


Steve Swinford, Incorporator/Director


Pete Gunn, III, Incorporator/Director

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

Before me personally appeared John Peter Shull, Jr., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and did take an oath.

WITNESS my hand and official seal this 20th day of September, 1996.

(NOTARIAL IMPRESSION SEAL)


NOTARY PUBLIC
My Commission Expires:



STATE OF KENTUCKY)
)SS.:
COUNTY OF McCRACKEN)

Before me personally appeared Steve Swinford, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and did take an oath.

WITNESS my hand and official seal this 30th day of September, 1996.

Kathryn Lyday
NOTARY PUBLIC
My Commission Expires: 9/28/98

(NOTARIAL IMPRESSION SEAL)

STATE OF KENTUCKY)
)SS.:
COUNTY OF McCRACKEN)

Before me personally appeared Pete Gunn, III, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and did take an oath.

WITNESS my hand and official seal this 30th day of September, 1996.

Kathryn Lyday
NOTARY PUBLIC
My Commission Expires: 9/28/98

(NOTARIAL IMPRESSION SEAL)

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH
IN THESE ARTICLES OF INCORPORATION.

John Peter Shull, Jr.
John Peter Shull, Jr.

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

Before me personally appeared Steve Swinford, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and did take an oath.

WITNESS my hand and official seal this ____ day of September, 1996.

NOTARY PUBLIC
My Commission Expires:

(NOTARIAL IMPRESSION SEAL)

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

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WITNESS my hand and official seal this ____ day of September, 1996.

NOTARY PUBLIC
My Commission Expires:

(NOTARIAL IMPRESSION SEAL)

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH
IN THESE ARTICLES OF INCORPORATION.


John Peter Shull, Jr.

96 OCT -4 PM 4:36
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA