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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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October 25, 1996

ENCLOSURE 528-8800-4
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***122.50 ***122.50

Florida Department of State
Secretary of State
Division of Corporations
Tallahassee, Florida

Dear Sir:

Enclosed is the Article of Incorporation and \$122.50 to form a corporation called Cooke Publishing Company.

Please mail the corporation documents to:

5355 9 Street North
St. Petersburg, Florida 33703

Thank you!

Sincerely,

Frank L. Cooke, Jr.
President

Enclosure

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5355 Dr. M.L. King (9th) St. N. • St. Petersburg, FL 33703
(813) 528-8800 • Toll Free 1-800-600-8781 • FAX (813) 528-8632



SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
COOKE PUBLISHING COMPANY, INC.

The undersigned hereby subscribe to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I.

The name of the corporation is Cooke Publishing Company, Inc.

II.

This corporation is organized for the purpose of owning and operating a publishing company for the purpose of providing information both electronically and printed text in all phase of real estate, including , but not limited to, courses in salesmanship, brokerage, mortgage brokerage, investing, property sales and management, licensing and related subjects; and for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes, Chapter 607.

III.

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock. The subscription of said stock shall be paid for in lawful money of the United States of America, or in other property, exclusive of stock or securities. In the event that any such property, exchanged for stock has no easily certifiable value, such valuation shall be fixed by the Board of Directors at the regular or special meeting called for that purpose. The corporation may from time to time increase its capital stock to any amount that may be from time to time authorized by law.

IV.

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

V.

The mailing and street address of this corporation's principal office and of its initial registered office is 1 Beach Drive, S.E., #1110, St. Petersburg, Florida 33701-3954, and the initial registered agent at that address is FRANK L. COOKE, JR.

VI.

This corporation shall have two directors 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 names and addresses of the initial directors of this corporation are:

Frank L. Cooke, Jr.
1 Beach Drive, S.E., #1110
St. Petersburg, FL 33701-3954

Elizabeth C. Cooke
1 Beach Drive, S.E., #1110
St. Petersburg, FL 33701-3954

VII.

The names and addresses of the persons signing these Articles are:

Frank L Cooke, Jr.
1 Beach Drive, S.E., #1110
St. Petersburg, FL 33701-3954

Elizabeth C. Cooke
1 Beach Drive, S.E., #1110
St. Petersburg, FL 33701-3954

VIII.

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IX.

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

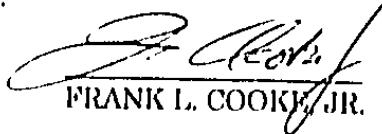
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the ____ of October, 1996.


FRANK L. COOKE, JR.


ELIZABETH C. COOKE.

Having been named as Registered Agent and to accept service of process for this corporation at the address designated above, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete

performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

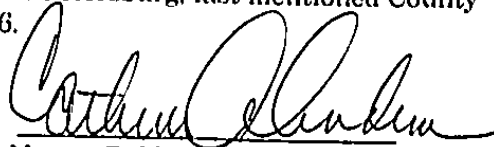

FRANK L. COOKE, JR.

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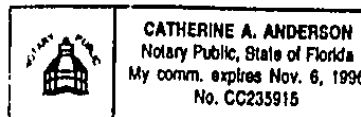
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared FRANK L. COOKE, JR., and ELIZABETH C. COOKE, to me well known to be the individuals described in and who executed the above and foregoing Articles of Incorporation of COOKE PUBLISHING COMPANY, INC., and they acknowledged before me that they executed the Articles freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, last mentioned County and State, this 23 day of October, 1996.

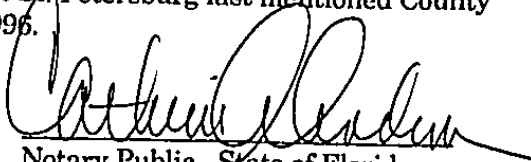

Notary Public-State of Florida
My Commission expires:

STATE OF FLORIDA)
COUNTY OF PINELLAS)



BEFORE ME, the undersigned authority, this day personally appeared FRANK L. COOKE, JR., to me well known to be the individual described in and who executed the above and foregoing Articles of Incorporation of COOKE PUBLISHING COMPANY, INC., he acknowledged before me that he subscribed his signature to the foregoing Articles of Incorporation as accepting the designation as Resident Agent for said corporation, freely and voluntarily.

WITNESS my hand and official seal at St. Petersburg last mentioned County and State, this 23 day of October, 1996.


Notary Public - State of Florida
My Commission expires:

