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November 13, 1996

VIA UPS NEXT DAY AIR

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-11/13/96--01145--008  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: SYDNEY-RILEY PUBLISHING, INC.

Dear Sir or Madam,

Enclosed please find the original as well as a copy of the Articles of Incorporation of Sydney-Riley Publishing, Inc. We would appreciate your filing the enclosed Articles and stamping the copy with the filing date for our records.

Should you have any questions or concerns regarding the enclosures, please contact our office.

We have enclosed our check in the amount of \$122.50 to cover the filing fee.

Very truly yours,

LANGFORD & HILL, P.A.

*Vicki L. Reeves*  
Vicki L. Reeves

VLR/  
Enclosures  
cc w/Enc: Steve Price

NOV 18 1996

FILED  
96 NOV 13 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
BSB

**ARTICLES OF INCORPORATION  
OF  
SYDNEY-RILEY PUBLISHING INC.**

**FILED**  
96 NOV 13 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

**Article I - Name**

The name of this Corporation is **SYDNEY-RILEY PUBLISHING INC.** The physical and mailing address of this Corporation shall be 6706 Benjamin Road, Suite 300, Tampa, Florida 33634, or such other address as may be designated by the Board of Directors.

**Article II - Capital Stock**

The Corporation shall have the authority to issue 10,000 shares of common stock, without par value.

**Article III - Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 1715 W. Cleveland, Tampa, Florida 33606. The initial registered agent of this Corporation is Vicki L. Reeves.

**Article IV - Incorporator**

The name and address of the person signing these Articles as the incorporator is:

Vicki L. Reeves  
Langford & Hill, P.A.  
1715 W. Cleveland  
Post Office Box 3277  
Tampa, Florida 33601-3277

**Article V - Initial Board of Directors**


This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation are:

Steve Price  
6706 Benjamin Road, Suite 300  
Tampa, Florida 33634

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 12th day of November, 1996.

  
\_\_\_\_\_  
VICKI L. REEVES

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

  
\_\_\_\_\_  
VICKI L. REEVES,  
Registered Agent  
Date: November 12, 1996