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January 10, 1997

VIA FEDERAL EXPRESS

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing Articles of Incorporation for Cycles of Palm Beach, Inc. and WG Publishing Corp.

Ladies and Gentleman:

Enclosed please find the above referenced documents for filing with the Division of Corporations, along with our firm's checks #6112 and 6113, both in the amount of \$122.50 for same.

Very truly yours,

Gail Tomlin

Gail F. Tomlin

Secretary for D. Justin Niles

Enclosure
gft

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
WG PUBLISHING CORP.**

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

WG PUBLISHING CORP.

ARTICLE II.

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation shall be:

10471 Stonebridge Boulevard
Boca Raton, Florida 33498

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V.

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of 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 thereof at the price at which it is offered to others.

ARTICLE VII.

SPECIAL PROVISION

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as an S-Corporation.

ARTICLE VIII.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

Edwin Wachtel
10471 Stonebridge Boulevard
Boca Raton, Florida 33498

ARTICLE IX.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the

Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

ARTICLE X.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Edwin Wachtel	10471 Stonebridge Boulevard Boca Raton, Florida 33498
Sheldon Goldstein	10479 Stonebridge Boulevard Boca Raton, Florida 33498

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE XI.

OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

Edwin Wachtel President	10471 Stonebridge Boulevard Boca Raton, Florida 33498
Sheldon Goldstein Secretary/Treasurer	10479 Stonebridge Boulevard Boca Raton, Florida 33498

ARTICLE XII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Incorporator

Edwin Wachtel

Address

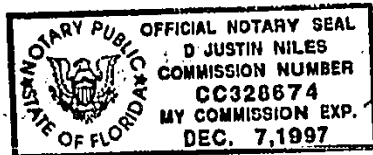
10471 Stonebridge Boulevard
Boca Raton, Florida 33498

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


(SEAL)
Edwin Wachtel

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me this 10th day of January, 1997 personally appeared Edwin Wachtel, who is ☒ is personally known to me, or who [] has produced his drivers license as identification, who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation.




J. JUSTIN NILES, Notary Public

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Edwin Wachtel

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