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January 14, 1997

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OF COUNSEL:
RICHARD A. SHARPSTEIN
FRANK P. TERZO
JAMES R. LONGACRE
ADMITTED VA ONLY

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

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-01/17/97-01112--007
****122.50 ****122.50

RE: International Tax Press, Inc.

To Whom It May Concern:

Enclosed please find an original and two copies of the Articles of Incorporation and Certificate Designating Registered Agent and Office for Service of Process (along with a return envelope), and Feinschreiber & Associates check no. 7059 in the amount of \$122.50, in connection with the above-referenced entity. Please file the Articles and Certificate, and return a file-stamped copy in the envelope provided.

If anything further is required, please contact the undersigned.

Very truly yours,

Stephen M. Gaffigan

Stephen M. Gaffigan

/esl
encs.
cc: Robert Feinschreiber (w/o encs.)

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JAN 23

FILED
97 JAN 17 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BSB

FILED

ARTICLES OF INCORPORATION
OF
INTERNATIONAL TAX PRESS, INC.

97 JAN 17 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

INTERNATIONAL TAX PRESS, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be:

A. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the

accomplishment or furtherance of such purposes or objects of this Corporation.

B. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be amended from time to time.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 100 shares of common stock having a par value of \$0.001 per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Robert Feinschreiber, Esq.
1121 Crandon Blvd., Suite F-301
Key Biscayne, FL 33149

ART-INC.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (2) Directors initially.

ARTICLE VII

INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are: Robert Feinschreiber, 1121 Crandon Blvd., Suite F-301, Key Biscayne, Florida 33149; and Margaret Kent Feinschreiber, 1121 Crandon Blvd., Suite F-301, Key Biscayne, Florida 33149; .

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Stephen M. Gaffigan, Esq. and his street address is 201 S. Biscayne Blvd., 1970 Miami Center, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on December 2, 1996.

Stephen M. Gaffigan
Stephen M. Gaffigan, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

INTERNATIONAL TAX PRESS, INC., a Corporation existing under the laws of the State of Florida with its principal office and mailing address at 1121 Crandon Blvd, Suite F-301, Key Biscayne, Florida 33149, has named Robert Feinschreiber, whose address is 1121 Crandon Blvd, Suite F-301, Key Biscayne, Florida 33149, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Robert Feinschreiber
Robert Feinschreiber

FILED
97 JAN 17 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTED: 1/17/97 11:17 AM

ART-INC.

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