

SCOTT B. CHAPMAN, P.A.

ATTORNEYS AT LAW

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SUITE 130  
AKRON, OH 44333  
TELEPHONE 330-836-5500  
FAX 330-836-1085

SCOTT B. CHAPMAN \*  
\*ALSO ADMITTED IN OHIO

REPLY TO: FLORIDA

*Received*  
January 1, 1997  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

RE: NPM-NA, Inc.

5000002063915-4  
-01/22/97-0103-009  
\*\*\*\*122.50 \*\*\*\*122.50

To whom it may concern:

Enclosed please find an original and a copy of the Articles of Incorporation of NPM-NA, INC..

In addition, enclosed please find this firm's check in the amount of \$122.50 which represents payment in full for the filing of the Articles of Incorporation and the certified copy. Upon the filing of the same, please return to this office a certified copy in the enclosed, self-addressed, stamped envelope.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

Scott B. Chapman  
Attorney at Law

SBC/sm

Encl.

*1/28*

97 JAN 21 AM 9:54  
FBI  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**NPM-NA, INC.**

**ARTICLE I - NAME**

The name of this Corporation is NPM-NA, INC.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing immediately.

**ARTICLE III - PURPOSE**

The Corporation may engage in any and all lawful activities of business as permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and the principal office of this Corporation is :

SCOTT B. CHAPMAN, ESQ.  
Parkway Center, Suite 330  
7900 Glades Road  
Boca Raton, FL 33434

**ARTICLE VI - BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

**FILED**  
97 JAN 21 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### **ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE VIII - PREEMPTIVE RIGHTS**

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these Articles is SCOTT B. CHAPMAN, ESQUIRE, Parkway Center, Suite 330, 7900 Glades Road, Boca Raton, Florida 33434.

#### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20 day of November, 1996.

  
SCOTT B. CHAPMAN, ESQ.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept Service of Process for the Above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 20 day of November, 1996.

**SCOTT B. CHAPMAN, ESQ.**  
(Registered Agent)

STATE OF FLORIDA )

**SS.:**

COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, in the State of and County set forth above, personally appeared SCOTT B. CHAPMAN, ESQ., personally known to me and known by me to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of PRIMEDIA, INC., and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 20 day of November, 1996.

**NOTARY PUBLIC**

**My commission expires:**

### Personally Known

### Identification Produced



**LAURA M. BODNICK**  
COMMISSION # CC00371  
EXPIRES JUNE 1997  
Atlantic Bonding Co., Inc.  
800-722-2215

97 JAN 21 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
BUREAU OF RECORDS  
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