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Gil Dorland

7933 West Drive, Suite 402

Miami Beach, Florida 33141

PH 305/759-4105 FAX 305/759-1481

January 17, 1997

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

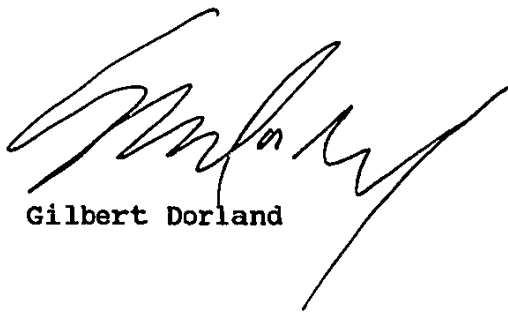
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir:

Enclosed Articles of Corporation for registration of NEW CONTINENTS  
INTERNATIONAL, INC., and a check for \$78.75 to cover costs of:  
1) \$70.00 for registration, and 2) \$8.75 for Certificate of Status.

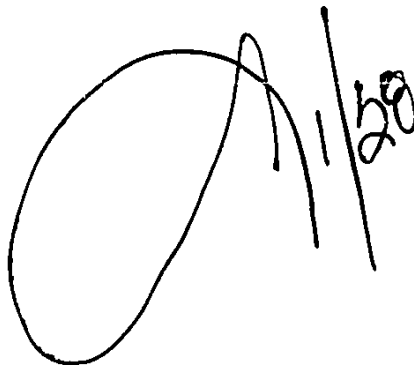
Thank you for your prompt attention.

Sincerely,



Gilbert Dorland

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION  
OF  
NEW CONTINENTS INTERNATIONAL, INC.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

ARTICLE I

NAME

The name of the Corporation is: New Continents International, Inc.

ARTICLE II

DURATION

The duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To do any and all things necessary for the operation of a writing service and publishing firm, and management and political advisory firm.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 7933 West Drive, Suite 402, Miami Beach, Florida 33141, and the initial Registered Agent is Gilbert N. Dorland.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number may be increased from time to time in accordance with the By-laws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

GILBERT N. DORLAND, 7933 West Drive, Suite 402, Miami Beach, Florida 33141

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is as follows:

Gilbert N. Dorland, 7933 West Drive, Suite 402, Miami Beach, Florida 33141

ARTICLE VIII

AMENDMENT

The 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 Shareholder is subject to this reservation.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed by any amendment or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any share of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days after receipt of written notice from the Corporation stating the terms and conditions of the issue of shares and inviting the Shareholder to exercise this pre-emptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE X  
STOCK TRANSFER RESTRICTIONS

Shares of capital stock of the Corporation shall be issued to the following person in the following amount upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Gilbert N. Dorland	100

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to the Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement by the

Shareholder, which agreement may expand this Article and which may also include the Corporation as a party.

#### ARTICLE XI

##### BY-LAWS

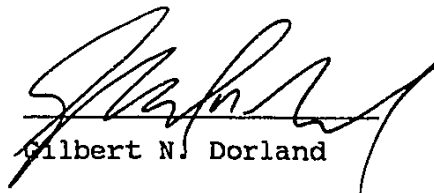
The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alternatives, amendments and appeals of the By-Laws must be approved by a majority of the Shareholders.

#### ARTICLE XII

##### COMMENCEMENT OR CORPORATION EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when the corporate existence shall commence is the date subscription and acknowledgement of these Articles of Incorporation.

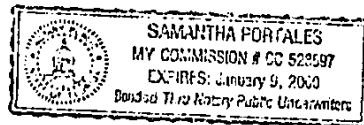
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 17 day of January, 1997.

  
Gilbert N. Dorland

STATE OF FLORIDA     )  
COUNTY OF DADE        )

Before me personally appeared GILBERT N. DORLAND to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes expressed.

WITNESSED my hand and official seal this 17 day of January, 1997.



A handwritten signature in cursive script, appearing to read "Samantha Portales".

Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of NEW CONTINENTS INTERNATIONAL, INC., which is contained in the foregoing Articles of Incorporation. Dated this 17 day of January, 1997.

A handwritten signature in cursive script, appearing to read "Gilbert N. Dorland".

GILBERT N. DORLAND

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA