

9970000255-34

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 MAR 21 AM 11:27
 SEC. OF STATE
 TALLAHASSEE, FLORIDA

PAB MAR 21 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3/21/97	_____	_____
TIME	7:00	_____	CK No. _____
BY	J.S.	_____	_____

WALK-IN
 Will Pick Up _____

RE: Norton Publications, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

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-03/21/97--01009-019

***122.50 ***122.50

RECEIVED
 97 MAR 21 AM 9:55
 DIVISION OF CORPORATION

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
NORTON PUBLICATIONS, INC.**

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STATE
FLORIDA

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

**ARTICLE I.
CORPORATE NAME**

The name of this corporation is NORTON PUBLICATIONS, INC.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal place of business of this corporation is 382 South Fig Tree Lane Plantation, Florida 33317 and the mailing address of the Corporation is P.O. Box 19147 Plantation, Florida 33318-9147.

**ARTICLE III.
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of no par value, common stock which shall be designated as "Common Shares".

**ARTICLE IV.
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business, including Publication of magazines and similar literature.

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

The street address of the initial registered office of this corporation is 2 South University Drive Suite 200 Plantation, Florida 33324 and the name of the initial registered agent of this corporation at that address is Roseanne N. Lynch.

**ARTICLE VI.
INITIAL BOARD OF DIRECTORS**

The corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successors shall have been duly elected and qualified, or until the his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Directors are:

Linda A. Norton President- Secretary/Treasurer
382 S. Fig Tree Lane
Plantation, Florida 33318

John M. Norton 1st Vice-President
382 S. Fig Tree Lane
Plantation, Florida 33317

Seth Shapiro 2nd Vice-President
382 S. Fig Tree Lane
Plantation, Florida 33317

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

Roseanne N. Lynch
2 South University Drive Suite 200
Plantation, Florida 33324

**ARTICLE VIII
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

**ARTICLE IX
INDEMNIFICATION**

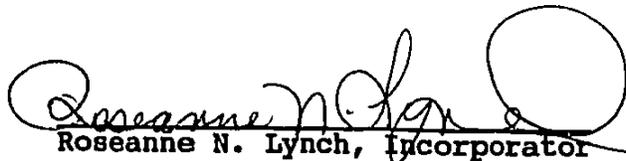
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 1, 1997


Roseanne N. Lynch, Incorporator

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COURT CLERK
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

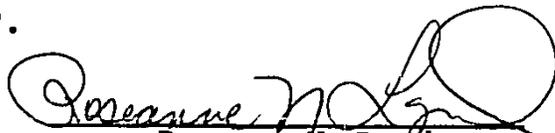
That Norton Publications Inc. desiring to organize or qualify under the laws of the State of Florida, has named Roseanne N. Lynch, Attorney at Law, whose address is 2 South University Drive, Suite 200, Plantation, Florida 33324, as its agent to accept service of process within Florida.

Dated: March 1, 1997.


Roseanne N. Lynch, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accepts the obligations of my position as registered agent.

Dated: March 1, 1997.


Roseanne N. Lynch