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GAIL STEELS

Requestor's Name
Address
City/State/Zip
Phone # 425-3462

DIR. STAFF FILED
97 MAR 26 11:25

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*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. NELSON PUBLISHING INC ^{EFFECTIVE DATE 4-1-97}
(Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time 3:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please call me as soon as it is ready & I will have it picked up.

D. BROWN MAR 26 1997

Examiner's Initials

LAW OFFICES OF
FERGESON, SKIPPER, SHAW, KEYSER, BARON & TIRABASSI, P. A.

DOUGLAS R. BALD (1)
DAVID J. BARON (1)
CHARLA McNALLY BURCHETT (4)
JAMES O. FERGESON, JR. (2)
RICHARD R. GAND
STEPHEN B. KEYSER (3)
DAVID S. MAGLICH (1)
MATTHEW B. MAYPER
ANDREW SHAW
J. RONALD SKIPPER (4)
E. RALPH TIRABASSI (3)

1515 RINGLING BOULEVARD, SUITE 1000
SARASOTA, FLORIDA 34230

MAILING ADDRESS:
P. O. BOX 3018
SARASOTA, FLORIDA 34230
TELEPHONE (941) 957-1900
TELEFAX (941) 957-1800

LONGBOAT KEY OFFICE:
544 BAY ISLES ROAD
LONGBOAT KEY, FLORIDA 34228

PORT CHARLOTTE OFFICE:
16401 MURDOCK CIRCLE
PORT CHARLOTTE, FLORIDA 33948

(1) BOARD CERTIFIED CIVIL TRIAL LAWYER
(2) BOARD CERTIFIED TAX LAWYER
(3) BOARD CERTIFIED REAL ESTATE LAWYER
(4) BOARD CERTIFIED WILLS, TRUSTS
AND ESTATES LAWYER

March 25, 1997

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Nelson Publishing, Inc.
File No. 3216/13282

Gentlemen:

Enclosed please find the following:

1. An original, signed Articles of Incorporation of Nelson Publishing, Inc.; and
2. A check in the amount of \$70.00 made payable to the Secretary of State to cover the filing fee.

Please file the Articles of Incorporation. To expedite this matter I have asked a representative of the law firm of Hopping, Green, Sams & Smith to deliver these documents to you personally.

Thank you for your cooperation in this matter.

Sincerely,


J. Ronald Skipper

JRS/kcm
Enclosures
cc: Mr. Jim Russell
F:\USERS\JRS\LTR\2JTG_1-118996

ARTICLES OF INCORPORATION
OF
NELSON PUBLISHING, INC.

SECRET FILED
DIVISION OF CORPORATIONS
9712203 11/13/97

EFFECTIVE DATE
4-1-97

The undersigned subscriber to these articles of incorporation, who is a natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is NELSON PUBLISHING, INC. The mailing address of the corporation is 2500 Tamiami Trail N., Nokomis, Florida 34275.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be April 1, 1997, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable scientific or educational purposes;

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue 3,000 shares of one dollar (\$1.00) par value voting common stock, and 27,000 shares of

one dollar (\$1.00) par value non-voting common stock, which may be fractional shares. All stock, when issued, whether voting or non-voting, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2500 Tamiami Trail N., Nokomis, Florida 34275, and the name of its initial registered agent at such address is Arnold L.V. Nelson.

ARTICLE VII.

Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increases or decreases the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Arnold L.V. Nelson	2500 Tamiami Trail N. Nokomis, FL 34275
Helen Elizabeth Nelson	2500 Tamiami Trial N. Nokomis, FL 34275

ARTICLE VIII.

Subscriber

The name and street address of the incorporator signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Arnold L.V. Nelson	2500 Tamiami Trail N. Nokomis, FL 34275

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

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

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on March 21, 1997.

Arnold L. V. Nelson
ARNOLD L.V. NELSON

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on MARCH 21, 1997, by ARNOLD L. V. NELSON, who is personally known to me or who produced _____ as identification.

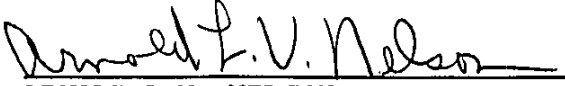
Julie A. Kavanagh
(Name JULIE A. KAVANAGH)
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____



ACCEPTANCE

RECEIVED
DIVISION OF CORPORATIONS
97 MAR 26 11:26

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in §607.0505 of the Florida Statutes.


ARNOLD L.V. NELSON
Registered Agent

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