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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: CIRCULATION MARKETING INC. AUDIT NUMBER.....H97000005056 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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**ARTICLES OF INCORPORATION
OF
CIRCULATION MARKETING INC.**

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

ARTICLE I - NAME

The name of the corporation shall be: Circulation Marketing Inc.

ARTICLE II - PRINCIPAL PLACE AND MAILING ADDRESS

The principal place of business and mailing address shall be 1601 Ocean Drive S., Jacksonville Beach, Florida 32250.

ARTICLE III - SHARES

All stock issued by the Corporation shall be common voting stock of a single class. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one thousand (1000) shares having a par value of one cent (\$.01) per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the corporation shall be: Carolyn Herman, Esq., 1831 N. Third Street, Jacksonville Beach, Florida 32250.

ARTICLE V - BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one member whose name and address is as follows:

NAME	ADDRESS
John R. Levis	204 Laguna Villa Blvd., A-11 Jacksonville Beach, FL 32250

Prepared by: Carolyn Herman, Esq., 1831 N. Third Street, Jacksonville Beach, FL 32250,
Florida Bar No. 976563, tel. No. 904/247/9420

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ARTICLE VI - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are:

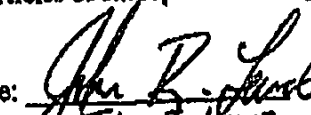
John R. Levis

204 Laguna Villa Blvd., A-11
Jacksonville Beach, FL 32250

The undersigned incorporators have executed these Articles of Incorporation this ___ day
of March, 1997.

Signature:

Print:


John R. Levis
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is: Circulation Marketing Inc.
2. The name and address of the registered agent and office are: Carolyn Herman, Esq., 1831 N. Third Street, Jacksonville Beach, Florida 32250.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Carolyn Herman, Esq.
Print: Carolyn Herman, Esq.
Date: 3/2/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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