

P97000029028

S

5:32 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000005009 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HW PUBLISHING COMPANY

AUDIT NUMBER.....H97000005009

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 11

CERT. COPIES.....1

DEL.METHOD... FAX

EST.CHARGE... \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:11:17

ENTERED DATE
3-25-97

RECEIVED
97 APR -1 AM 7:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR -1 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

March 26, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: HW PUBLISHING COMPANY
REF: W97000006969

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H97000005009
Letter Number: 397A00015246

H97000005009

EFFECTIVE DATE
3-25-97

FILED

97 APR -1 AM 8:14

ARTICLES OF INCORPORATION
OF
HEALTHY WOMAN PUBLISHING COMPANY, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is HEALTHY WOMAN PUBLISHING COMPANY,
INC.

ARTICLE II
COMMENCEMENT OF THE CORPORATE EXISTENCE

The corporate existence commences on the 25th day of March, 1997.

ARTICLE III
PRINCIPAL OFFICE

The mailing address of this corporation HEALTHY WOMAN PUBLISHING
COMPANY, INC., 3900 Cypress Lake Drive, Lake Worth, Florida 33467.

ARTICLE IV
COMMON STOCK

The number of shares of common stock that this corporation is authorized to have
outstanding at any one time is one thousand (1,000) at \$1.00 par value.

ARTICLE V
PREFERRED STOCK

(1) Designation.

The designation of the series of Preferred Stock created by this Article shall be "\$1000
Cumulative Preferred Stock, Series A (Without Par Value)" (referred to below in these Articles
as the "Series A Stock").

(2) Dividends.

(a) The holders of shares of the Series A Stock shall be entitled to receive, when

Patrick S. Cousins, Esquire
Florida Bar Number 845469
Cousins & Mancuso, P.A.
330 Clematis Street, Suite 218
West Palm Beach, Florida 33401
Telephone: 561/835-1727
Facsimile: 561/835-0766

H97000005009

447000005009

and as declared by the Board of Directors, dividends in cash in the amount of \$100 per share per year, payable quarterly on the fifteenth days of January, April, July, and October in each year, commencing April 15, 1997 (each of the quarterly periods ending on the fifteenth days of such months, respectively, being referred to below in these Articles as a "dividend period"). Dividends on shares of the Series A Stock shall be cumulative from the Date of Accrual with respect to those shares (whether or not there shall be net profits or net assets of the Company legally available for the payment of those dividends) so that, if at any time Full Cumulative Dividends upon the Series A Stock to the end of the last completed dividend period shall not have been paid, or declared and a sum sufficient for payment of those dividends set apart, the amount of the deficiency in those dividends shall be fully paid, but without interest, before any dividend shall be declared or paid or any other distribution ordered or made upon, or any purchase or redemption made of, any stock ranking as to dividends or upon liquidation junior to the Series A Stock (other than a dividend payable in that junior stock or a purchase or redemption made by issue or delivery of that junior stock); provided, however, that any moneys deposited up to that time in any sinking fund with respect to any preferred stock of the Company in compliance with the provisions of that sinking fund may thereafter be applied to the purchase or redemption of that preferred stock in accordance with the terms of the sinking fund regardless of whether at the time of that application Full Cumulative Dividends upon shares of the Series A Stock outstanding to the end of the last completed dividend period shall have been paid or declared and set apart for payment. All dividends declared upon the shares of the Series A Stock and any other preferred stock ranking on a parity as to dividends with the Series A Stock shall be declared pro rata, so that the amounts of dividends declared per share on the Series A Stock and that other preferred stock shall in all cases bear to each other the same ratio that accrued dividends per share on the shares of the Series A Stock and that other preferred stock bear to each other. Holders of shares of the Series A Stock shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of Full Cumulative Dividends.

(3) Rights of Redemption.

The shares of the Series A Stock shall be subject to redemption as follows:

(a) Optional Redemption.

Subject to the other provisions of this subparagraph (a) and to subparagraph (c) of this paragraph (3), the shares of the Series A Stock may be redeemed at the option of the Company, in whole or in part, at any time or from time to time on or after January 1, 2000, upon not less than 30 days prior notice to the holders of record of shares of the Series A Stock to be so redeemed, sent by first class mail, postage prepaid, to each registered holder of shares of the Series A Stock at his or her address appearing on the Series A stock register maintained by the Company, at the following redemption prices per share, plus in each case an amount equal to Accrued Dividends to and including the date of redemption:

447000005009

497000005009

If Redeemed during Period ending January 14	Redemption Price
2000	\$1,100.00
2005	\$1,200.00
2010	\$1,300.00
2015	\$1,400.00
3000	\$1,500.00

(b) Pro Rata Redemption.

If less than all shares of the Series A Stock are to be redeemed pursuant to subparagraph (a) of this paragraph (3), the shares to be redeemed shall be selected pro rata so that there shall be redeemed from each registered holder of such shares that number of whole shares, as nearly as practicable to the nearest share, as bears the same ratio to the total number of shares of such Series held by such holder as the total number of shares to be redeemed bears to the total number of shares of the Series A Stock at the time outstanding.

(4) Rights on Liquidation, Dissolution, Winding Up.

(a) In the event of any involuntary liquidation, dissolution or winding up of the Company, the holders of shares of the Series A Stock then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, before any payment shall be made to the holders of any class of capital stock of the Company ranking junior upon liquidation to the Series A Stock, an amount equal to \$1000 per share plus an amount equal to all Accrued Dividends on that share to and including the date of payment.

(b) In the event of any voluntary liquidation, dissolution or winding up of the Company, the holders of shares of the Series A Stock then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, before any payment shall be made to the holders of any class of capital stock of the Company ranking junior upon liquidation to the Series A Stock, an amount per share equal to \$1000 per share if that payment is to be made on or prior to December 31, 1999, and, if that payment is to be made after that time, an amount per share equal to the then applicable redemption price specified in subparagraph (a) of paragraph (3) of this Article, plus in each case an amount equal to all Accrued Dividends on that share to and including the date of payment. Any merger or consolidation permitted under paragraph 5(a) of this Article shall not in any event be considered a dissolution, liquidation or winding up of the Company under this paragraph (4).

497000005009

497000005009

(c) In the event the assets of the Company available for distribution to the holders of shares of Series A Stock upon any involuntary or voluntary liquidation, dissolution or winding up of the Company shall be insufficient to pay in full all amounts to which those holders are entitled pursuant to subparagraph (a) or (b), as the case may be, of this paragraph (4), no such distribution shall be made on account of any shares of any other class or series of preferred stock ranking on a parity with the shares of Series A Stock upon liquidation unless proportionate distributive amounts shall be paid on account of the shares of Series A Stock, ratably, in proportion to the full distributive amounts to which the holders of all such parity shares are respectively entitled upon that liquidation, dissolution or winding up.

(5) Voting.

The shares of the Series A Stock shall not have any voting powers, either general or special, except as required by applicable law and as follows:

(a) Without the affirmative vote or consent of the holders of at least two-thirds of the number of shares of Series A Stock at the time outstanding, voting or consenting (as the case may be) separately as a class, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, the Company shall not

(i) create any preferred stock ranking prior to the Series A Stock as to dividends or upon liquidation, or securities convertible into stock ranking prior to the Series A Stock as to dividends or upon liquidation (which conversion privilege is exercisable prior to retirement of all shares of the Series A Stock),

(ii) amend, alter or repeal any of the preferences, special rights or powers of the holders of the Series A Stock so as adversely to affect those preferences, special rights or powers,

(iii) merge or consolidate with or into any corporation if the surviving corporation shall be other than a corporation organized under the laws of the United States of America or of one of its states, or if the surviving corporation shall thereupon have outstanding any class of stock ranking prior to the Series A Stock as to dividends or upon liquidation or if the merger or consolidation shall amend, alter or repeal any of the preferences, special rights or powers of the holders of the Series A Stock so as adversely to affect those preferences, special rights or powers or

(iv) sell or otherwise dispose of all or substantially all its assets.

(b) Without the affirmative vote or consent of the holders of all of the shares of Series A Stock at the time outstanding, voting or consenting (as the case may be) separately as a class given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, the Company shall not increase above 1000 the aggregate number of shares constituting the Series A Stock or issue or reissue any shares of Series A Stock (other than for purposes of exchanges or transfers) in excess of the first 1000 shares.

497000005009

49700005009

(c) Whenever dividends payable on any series of Preferred Stock shall be in default in an aggregate amount equivalent to eight full quarterly dividends on all shares of that series at the time outstanding, the number of directors constituting the Board of Directors of the Company shall be increased by two, and the holders of Preferred Stock shall have, in addition to any other voting rights, the exclusive and special right, voting separately as a class without regard to series, to elect two persons to fill those newly created directorships. Whenever this right of holders of shares of Preferred Stock shall have vested, it may be exercised initially either at a special meeting of the holders called as provided below, or at any annual meeting of shareholders, and thereafter at annual meetings of shareholders. The right of holders of shares of Preferred Stock voting separately as a class to elect members of the Board of Directors as described above shall continue until such time as all dividends accumulated on all series of Preferred Stock shall have been paid in full, at which time the special right of the holders of shares of Preferred Stock so to vote separately as a class for the election of directors shall terminate, subject to re-vesting in the event of each and every subsequent default in an aggregate amount equivalent to six full quarterly dividends.

At any time when the above-described special voting power shall have vested in the holders of shares of Preferred Stock as provided in this subparagraph (c), a proper officer of the Company shall, upon the written request of the holders of record of at least 10% of the number of shares of Preferred Stock at the time outstanding, regardless of series, addressed to the Secretary of the Company, call a special meeting of the holders of shares of Preferred Stock and of any other class of stock having voting power, for the purpose of electing directors. This meeting shall be held at the earliest practicable date at the principal office of the Company. If the meeting shall not be called by a proper officer of the Company within 20 days after personal service of the above-described written request upon the Secretary of the Company, or within 20 days after mailing that request within the United States of America by registered mail addressed to the Secretary of the Company at its principal office, then the holders of record of at least 10% of the number of shares of Preferred Stock at the time outstanding, regardless of series, may designate in writing one of their number to call that meeting at the expense of the Company, and that meeting may be called by the person so designated upon the notice required for annual meetings of shareholders and shall be held at the principal office. Any holder of shares of Preferred Stock so designated shall have access to the stock books of the Company for the purpose of causing meetings of shareholders to be called pursuant to these provisions. Notwithstanding the provisions of this subparagraph (c), no such special meeting shall be called during the 90 days immediately preceding the date fixed for the next annual meeting of shareholders.

At any meeting held for the purpose of electing directors at which the holders of shares of Preferred Stock shall have the special right, voting separately as a class, to elect directors as provided in this subparagraph (c), the presence, in person or by proxy, of the holders of 51% of the number of shares of Preferred Stock at the time outstanding shall be required to constitute a quorum of that class for the election of any director by the holders of the Preferred Stock as a class. At any such meeting or adjournment of the meeting,

(i) the absence of a quorum of Preferred Stock shall not prevent the election of directors other than those to be elected by the holders of shares of Preferred Stock voting as a

49700005009

49700005009

class and the absence of a quorum for the election of the other directors shall not prevent the election of the directors to be elected by holders of shares of Preferred Stock voting as a class and

(ii) in the absence of either or both such quorums, a majority of the holders present in person or by proxy of the stock or stocks which lack a quorum shall have power to adjourn the meeting for the election of directors which they are entitled to elect from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

During any period the holders of shares of Preferred Stock have the right to vote as a class for directors as provided in this subparagraph (c),

(i) the directors so elected by the holders of the Preferred Stock shall continue in office until termination of the right of the holders of the Preferred Stock to vote as a class for directors, and

(ii) any vacancies in the Board of Directors shall be filled only by vote of a majority (which majority may consist of only a single director) of the remaining directors elected up to that time by the holders of the class or classes of stock which elected the director whose office shall have become vacant.

(6) Restrictions on Payments on Common Stock.

So long as any shares of the Series A Stock are outstanding, the Company shall not declare, order, pay or make or set apart any sum or property for any dividend or other distribution, direct or indirect, on account of any shares of the Common Stock of the Company, except a dividend payable solely in shares of stock of the Company.

The amount of any dividend or other distribution or payment in property shall be deemed to be the fair market value of the distribution or payment (as determined by the Board of Directors of the Company) at the time of distribution or payment.

(7) Definitions.

(a) The term "Accrued Dividends" shall mean Full Cumulative Dividends to the date as of which Accrued Dividends are to be computed, less the amount of all dividends paid, upon the relevant shares of Series A Stock.

(b) The term "Consolidated Net Income" shall mean the income or loss of the Company and its consolidated subsidiaries for the period in question (taken as a cumulative whole), after deducting all operating expenses, provision for all taxes and reserves (including reserves for deferred income taxes established in connection with accelerated depreciation or amortization claimed for income tax purposes) and all other proper deductions, all determined in accordance with generally accepted accounting principles on a consolidated basis.

49700005009

H97000005009

(c) The term "Date of Accrual" shall mean, as to any shares of the Series A Stock, the date on which those shares shall be issued (other than for purposes of exchanges or transfers).

(d) The term "Full Cumulative Dividends" shall mean (whether or not in any dividend period, or any part of a dividend period, in respect of which that term is used there shall have been net profits or net assets of the Company legally available for the payment of such dividends) that amount which shall be equal to dividends at the full rate fixed for the Series A Stock provided in paragraph (2) of this Article for the period of time elapsed from the Date of Accrual to the date as of which Full Cumulative Dividends are to be computed (including an amount equal to the dividend at the above-described rate for any fraction of a dividend period included in that period of time calculated on the basis of a 360-day year of twelve 30-day months); provided, however, that Full Cumulative Dividends shall, with respect to any period during which the Adjusted Dividend Rate shall be in effect as provided in subparagraph (b) of such paragraph (2), mean dividends at that adjusted rate.

(e) The term "Preferred Stock" shall mean any Preferred Stock created and issued under the Amended Certificate of Incorporation of the Company as in effect on the date of this Article. The term "preferred stock" shall mean shares of any class of stock (including Preferred Stock) if the holders of that class shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, in preference or priority to the holders of shares of Common Stock.

(f) For the purposes of this Article any stock of any class or classes of the Company shall be deemed to rank:

(i) prior to shares of the Series A Stock, either as to dividends or upon liquidation, if the holders of such class or classes shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of the Series A Stock;

(ii) on a parity with shares of the Series A Stock, either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share of that stock be different from those of the Series A Stock, if the holders of that stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or liquidation prices, without preference or priority of one over the other as between the holders of that stock and the holders of shares of Series A Stock; and

(iii) junior to shares of the Series A Stock, either as to dividends or upon liquidation, if that class shall be Common Stock or if the holders of the Series A Stock shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of such class or classes.

(8) Retirement of Redeemed Shares, etc.

H97000005009

H97000005009

Shares of the Series A Stock which have been redeemed (whether through the operation of the sinking fund provided for that series or otherwise) shall have the status of authorized and unissued Preferred Stock but shall not be reissued as Series A Stock.

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Patrick S. Cousins, Esquire, Cousins & Mancuso, P.A., 330 Clematis Street, Suite 218, West Palm Beach, Florida 33401.

ARTICLE VII MANAGEMENT OF CORPORATE AFFAIRS

(1) Board of Directors.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than one (1) persons. The number of Directors of the corporation shall be three (3) provided however, that such number may be changed by a By-Law duly adopted by the shareholders.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of shareholders at which time an election of Directors shall be held.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Audearns Donaldson

3900 Cypress Lake Drive
Lake Worth, Florida 33467

Darwent Donaldson

3900 Cypress Lake Drive
Lake Worth, Florida 33467

H97000005009

497000005009

Dr. Frederick V. Miller

800 Meadows Road
Boca Raton, Florida 33434

(2) Corporate Officers.

The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII
INCORPORATORS

The names and street address of the Incorporator to these articles of incorporation are Derwent Donaldson, 3900 Cypress Lake Drive, Lake Worth, Florida 33467.

ARTICLE IX
PURPOSE

The purpose or purposes for which the corporation is organized are: To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

The undersigned, for the purpose of forming this corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 21st day of March, 1997.


Derwent Donaldson

497000005009

H97000005009

FILED

97 APR -1 AM 8:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT AND OFFICE

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

1. The name of the corporation is HW MEDIA & PUBLISHING GROUP, INC.
2. The name of the registered agent is Patrick S. Cousins.
3. The address of the registered agent/registered office is Patrick S. Cousins, Esquire, 330 Clematis Street, Suite 218, West Palm Beach, Florida 33401.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Patrick S. Cousins, Esquire

Date: March 31, 1997

H97000005009