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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: FTG PUBLISHING, INC. AUDIT NUMBER.....H97000006528 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FTG PUBLISHING, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be:

FTG PUBLISHING, INC.
10325 NW 63rd DRIVE
PARKLAND, FLORIDA 33076

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	CLASS OF <u>STOCK</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

This document prepared by:

M. ADAM BANKIER, ESQUIRE
Florida Bar No. 564737
ELM. BANKIER & PALMER
4800 North Federal Highway, #105E
Boca Raton, Florida 33431
(561) 394-3733

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ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered agent and registered office of this Corporation shall be:

HANS MOENCH
10325 NW 63rd DRIVE
PARKLAND, FLORIDA 33076

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the Corporation, who shall hold office for the first year or until his successor(s) are duly elected and qualified, shall be:

Hans Moench	10325 NW 63rd Drive Parkland, FL 33076
Steven Madonna	80 Cutter Mill Road Great Neck, NY 11021
Kurt Wipfli	8452 Fredericksburg Rd., #123 San Antonio, TX 78229

ARTICLE VIII

The name and address of the incorporator is:

HANS MOENCH
10325 NW 63rd DRIVE
PARKLAND, FLORIDA 33076

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ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 18 day of April, 1997.



HANS MOENCH, Incorporator

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STATE OF FLORIDA)
 :S
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this
14 day of April, 1997, by HANS NOENCH, as Incorporator of FTG,
PUBLISHING, INC. on behalf of the Corporation, who is
[] personally known to me, or
[✓] who produced DRIVERS LICENSE as identification.
and who did take an Oath.



Notary Public,
State of Florida

My Commission Expires:

ADAM BANKIER

Print Name of Notary Public



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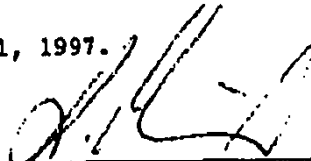
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That FTG PUBLISHING, INC. desiring to organize under the laws of the State of Florida, has named HANS MOENCH as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 18 day of April, 1997.



HANS MOENCH,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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