

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 \$ _____

File 200

4/30

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/30/97		
TIME	9:30		CK No. _____
BY	LS		

WALK-IN _____
Will Pick Up _____RE: Harcourt - Pressman, Inc.

	C.C. FEE	DISBURSED
Capital Express		
Annual Report/Reinstatement		
Corp. Records Search		
Ltd. Partnership File		
Other Corp. File		
() Cert. Copy(s)		

Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		

Name Reservation		
Annual Report/Reinstatement	200002159732--1	
Reg. Agent Service	-04/30/97--01006-018	
Document Filing	****122.50	****122.50

Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		

UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

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

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared James Garrity, who, after being duly sworn, deposes and states as follows:

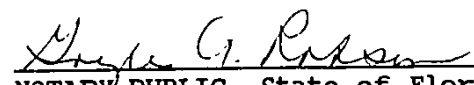
1. I hereby release the name Harcourt-Pressman, Inc.
2. I have no intention of revoking the dissolution of this corporation.

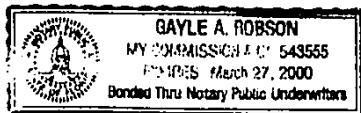
FURTHER AFFIANT SAYETH NOT.

HARCOURT-PRESSMAN, INC.


James Garrity
Sole Shareholder and Director

SUBSCRIBED AND SWORN TO before me this 28th day of April 1997 by James Garrity who is personally known to me or has produced identification.


NOTARY PUBLIC, State of Florida
My commission expires:



FILED
97 APR 30 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HARCOURT-PRESSMAN, INC.

FILED
97 APR 30 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is Harcourt-Pressman, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office and mailing address is 1691 Forum Place, Suite 354, West Palm Beach, Florida 33401.

ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the date of filing of these Articles of Incorporation with the Department of State.

ARTICLE IV
NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock with a par value of ten cents per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Edward Davis. The street address of the initial registered office of the corporation in the State of Florida is 1691 Forum Place, Suite 354, West Palm Beach, Florida 33401.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

ARTICLE IX
BYLAWS

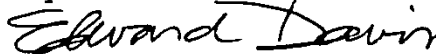
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of April 1997.

By: Edward Davis



Edward Davis

CERTIFICATE OF REGISTERED AGENT

OF

HARCOURT-PRESSMAN, INC.

Pursuant to Chapter 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

Harcourt-Pressman, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of West Palm Beach, County of Palm Beach, State of Florida, names Edward Davis, 1691 Forum Place, Suite 354, West Palm Beach, Florida 33401, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for Harcourt-Pressman, Inc., at the place designated in this Certificate, the undersigned person agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 21st day of April 1997.

Edward Davis

Edward Davis
Edward Davis

FILED
97 APR 30 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA