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April 29, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Secretary of State:

Enclosed please find one original and one copy of the Articles of Incorporation of Sunny Cow Publishers, Inc.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 to meet the Florida corporation filing fee (\$35.00), the resident agent fee (\$35.00), and the certified copy of incorporation fee (\$52.50). Should you require any additional information, I can be reached at (813) 771-0412. Thank you.

Sincerely,



Martha Jane Pope
246 Arbor Drive East
Palm Harbor, FL 34683

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enc 5/1/97

**ARTICLES OF INCORPORATION
OF
SUNNY COW PUBLISHERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is SUNNY COW PUBLISHERS, INC. The principle address and mailing address of the corporation is 246 Arbor Drive East, Palm Harbor, Florida 34683.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporation may be incorporated under the Florida Corporation Act. The main purpose of the corporation is publishing a newspaper.

ARTICLE FOUR

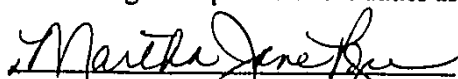
The aggregate number of shares which the corporation shall have authority to issue is 7,500 of the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the assurance of shares consideration of the value of \$1,000 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 246 Arbor Drive East, Palm Harbor, Florida 34683. The mailing address is the same. The name of its initial registered agent at such address is Martha Jane Pope. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation. My signature below is to acknowledge acceptance of the duties as registered agent.


MARTHA JANE POPE, President

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

MARTHA JANE POPE President, Vice-President,
Secretary, Treasurer.
246 Arbor Drive East
Palm Harbor, FL 34683

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the By-Laws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of the incorporator is:

Martha Jane Pope 246 Arbor Drive East
Palm Harbor, FL 34683

The mailing address is the same.

Martha Jane Pope
Incorporator

ARTICLE TEN

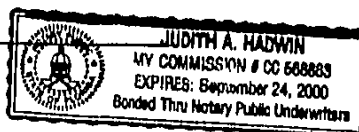
The powers of the incorporator cease upon filing of the Articles of Incorporation.

State of Florida, Pinellas County

The foregoing instrument was acknowledged before me this 29th day of April, 1997, by Martha Jane Pope

Judith A. Hadwin
Notary Public, State of Florida at Large

My Commission Expires: _____



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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