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REFERENCE : 415190 150067A

AUTHORIZATION :

*Patricia Pzyt*

COST LIMIT : \$ 122.50

ORDER DATE : June 4, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 415190-005

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CUSTOMER NO: 150067A

CUSTOMER: Sidney L. Vihlen, Iii, Esq  
SIDNEY L. VIHLEN, III, P.A.

Suite 4159  
2180 West State Road 434  
Longwood, FL 32779

DOMESTIC FILING

NAME: GRACECOM PUBLISHING GROUP,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

RECEIVED  
JUN - 4 PM 3:11  
DIVISION OF CORPORATION

RECEIVED  
97 JUN - 4 PM 2:41  
DIVISION OF CORPORATION

JUN - 4 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**GRACECOM PUBLISHING GROUP, INC.**

FILED  
97 JUN -4 PM 3:11  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is:

**GRACECOM PUBLISHING GROUP, INC.**

**ARTICLE II**  
**CORPORATE EXISTENCE**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

**ARTICLE III**  
**PURPOSES**

This Corporation is formed for the purposes of engaging in any general business and business related activities as are permitted under the laws of the State of Florida and the United States, including, without limitation, publishing, marketing, and distribution of periodicals and other print media.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100,000 shares of common stock with a par value of one (\$1.00) dollar. All or any part of said stock of this Corporation may be paid for wholly, or in part, by cash, or by the purchase of property, patents, contracts, labor or services at a just valuation to be fixed by the Board of Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

**ARTICLE V**  
**INITIAL OFFICE**

The initial street address of the principal office of this corporation in the State of Florida is 8446 Shady Glen Drive, Orlando, Florida 32819. The Directors may from time to time, move the principal office to any other address in the State of Florida. The Corporation shall have the privilege of having one or more branch offices at other places within the State of Florida or outside the State of Florida as may be deemed necessary and be designated from time to time by the Board of Directors of this Corporation.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) for the price at which it is offered to others.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one. The initial Board of Directors shall consist of the following:

**GRACE ROBERTSON.....DIRECTOR**

**ARTICLE VIII**  
**OFFICERS**

The initial Officers, consisting of a president, vice-president, secretary and treasurer, shall be elected at the organizational meeting of the Board Directors and shall serve until the first annual meeting of the Board of Directors to be held immediately following the first annual meeting of the stockholders of the Corporation. Thereafter, the Officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors to be held immediately following each annual meeting of the stockholders of the Corporation. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the Officers of the Corporation shall be prescribed by the By-Laws.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 2180 Sanlando Center, 2180 West State Road 434, Suite 4159, Longwood, Florida 32779; and the name of the initial registered agent of this Corporation at that address is **SIDNEY L. VIHLEN, III**.

**ARTICLE X**  
**AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE XI**  
**INDEMNIFICATION**

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

**ARTICLE XII  
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

GRACE ROBERTSON  
8446 Shady Glen Drive  
Orlando, Florida 32819

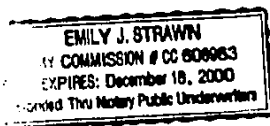
**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on this 12 day of June, 1997.


  
\_\_\_\_\_  
**GRACE ROBERTSON**  
Incorporator

STATE OF FLORIDA       }  
COUNTY OF SEMINOLE   }

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared **GRACE ROBERTSON**, who is either personally known by me, or who produced a Drivers License as identification, and who, after being duly sworn, acknowledged to me that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

**WITNESS** my hand and official seal in the County and State last aforesaid on this the 2nd day of June, 1997.



  
\_\_\_\_\_  
Notary Public, State of Florida  
**EMILY J. STRAWN**  
Typed/Printed Name of Notary  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **GRACECOM PUBLISHING GROUP, INC.**, which is contained in the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
**SIDNEY L. VIHLEN, III**  
Registered Agent