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June 18, 1997

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Secretary of State  
Division of Corporations  
Corporate Records Bureau  
Room 2001, The Capitol  
Tallahassee, FL 32301

Re: Two Pros Publishing Co.

Dear Sir/Madam:

I am enclosing the original and one copy of the Articles of Incorporation of Two Pros Publishing Co. Also, please find enclosed my check in the sum of \$122.50 in payment of the filing fee, resident agent fee, and cost of a certified copy.

Please file the Articles and return a copy together with a certified copy of the Charter.  
Thank you for your prompt attention to this matter.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

JUN 24

BSB

STATE  
TALLAHASSEE, FLORIDA

97 JUN 23 AM 10:43

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**TWO PROS PUBLISHING CO.**

**FILED**  
97 JUN 23 AM 10:43  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME:** The name of this corporation is: **TWO PROS PUBLISHING CO.**

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE:** This corporation shall commence to exist on the date filed with the Secretary of State.

**ARTICLE III**

**PURPOSE:** This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK:** This corporation is authorized to issue 1000 shares of \$.50 par value common stock, which shall be the only class of shares.

**ARTICLE V**

**PRE-EMPTIVE RIGHTS:** Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT:** The street address of the principal office of this corporation is 5325 Pinetree Drive, Miami Beach, FL 33140.

The name of the initial registered office and initial registered agent of this corporation is **ALAN E. GREENFIELD, Esq.**, 2600 Douglas Road, Suite #911, Coral Gables, FL 33134.

## **ARTICLE VII**

**INITIAL BOARD OF DIRECTORS AND OFFICERS:** This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

The names and addresses of the initial directors and officers of this corporation are:

<b>NAME:</b>	<b>ADDRESS:</b>
<b>Marilyn Lane</b> , Director, President, Secretary and Treasurer,	5325 Pinetree Drive Coral Gables, FL 33134
<b>Ross Simmons</b> , Vice-President,	P.O. Box 14561 North Palm Beach, Fl. 33408:

## **ARTICLE VIII**


**INCORPORATORS:** The names and address of the persons signing these Articles of Incorporation are:

<b>Alan E. Greenfield,</b>	2600 Douglas Road - Ste. #911 Coral Gables, FL 33134
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## **ARTICLE IX**

**INDEMNIFICATION:** The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

  
ALAN E. GREENFIELD

  
NOTARY PUBLIC, STATE OF FLORIDA

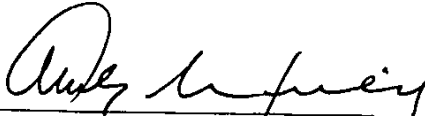


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHICH  
PROCESS MAY BE MADE.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **TWO PROS PUBLISHING CO.**, with its principal office, located at 5325 Pinetree Drive, Miami Beach, FL 33140 has named **ALAN E. GREENFIELD, Esq.**, located at 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.

  
**ALAN E. GREENFIELD, Esq.**  
Registered and Resident Agent

FILED  
97 JUN 23 AM 10:43  
TALLAHASSEE, FLORIDA