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October 24, 1997

ROBERT L. HESSE
RETIRED

*Certified Mediator
**Board Certified
Civil Trial Lawyer
***Board Certified
Business Litigation Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

600002331016--6
-10/28/97--01005--003
*****70.00 *****70.00

Re: New Century Publishers, Inc.

EFFECTIVE DATE
10-23-97

Gentlemen:

Enclosed is an original of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees.

Filing fee	\$ 35.00
Registered agent fee	35.00

Total	\$ 70.00

Please file the original of the enclosed Articles of Incorporation and mail your acknowledgment to the undersigned at the above address.

Very truly yours,

Omer Causey
OMER CAUSEY

OC/jel
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 AM 9:56

RP
10-29-97

**ARTICLES OF INCORPORATION
OF
NEW CENTURY PUBLISHERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 AM 9:56

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I
Name**

The name of this corporation is NEW CENTURY PUBLISHERS, INC.

**ARTICLE II
Term of Existence**

EFFECTIVE DATE
10-23-97

The existence of the corporation shall begin on the date of subscription of these articles, and the corporation shall have perpetual existence thereafter.

**ARTICLE III
Nature of Business**

The corporation is organized to engage in any and all lawful businesses.

**ARTICLE IV
Powers**

The corporation shall have power:

- a) to have perpetual succession by its corporate name;
- b) to sue and be sued, complain and defend in its corporate name in all actions or proceedings;
- c) to have a corporate seal, which may be altered at pleasure, and to use the corporate seal by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

- d) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or in any interest therein, wherever situated;
- e) to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- f) to lend money to and use its credit to assist its officers and employees to the full extent provided by law;
- g) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell. Mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, limited liability companies or individuals, or direct or indirect obligations of the United States of America or of any state, county, municipality or other instrumentality thereof;
- h) to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- i) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for payment of funds so loaned or invested;
- j) to conduct its business, carry on its operations, and have offices and exercise the powers granted by the articles and by law within or without the State of Florida;
- k) to elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- l) to make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation;

- m) to make donations for the public welfare or for charitable, scientific or educational purposes;
- n) to transact any lawful business which the board of directors shall find to be in aid of governmental policy;
- o) to pay pensions and establish pension plans, profits sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of the directors, officers and employees, and for any of the officers, directors and employees of its subsidiaries;
- p) to be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, limited liability company, trust or other enterprise;
- q) to have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V Capital Stock

The Corporation is authorized to issue ten thousand (10,000) shares of 0.01 dollar (\$0.01) per share common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI Initial Registered Office and Agent

The initial street address of the Corporation's registered office is 2070 Ringling Boulevard, Sarasota, Florida 34237. The name of the initial registered agent for the corporation at that address is Omer Causey

The street address of the principal office of the Corporation is 654 Sandy Nook Street, Sarasota, Florida 34242.

ARTICLE VII Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or reduced from time to time by bylaws adopted by the board of directors, but any

amendment to the bylaws which either increase or decrease the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one (1) director. The names and address of the initial board of directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

Omer Causey
654 Sandy Nook Street
Sarasota, Florida 34242

Kathleen L. Decker
654 Sandy Nook Street
Sarasota, Florida 34242

ARTICLE VIII Removal of Directors

The shareholders of this corporation, by majority vote, shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE IX Subscriber

The name and street address of the incorporator signing these articles of incorporation is:

Omer Causey
654 Sandy Nook Street
Sarasota, Florida 34242

ARTICLE X Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI Preemptive Rights

Each shareholder of this corporation shall be entitled to full preemption rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued by the corporation at any time.

ARTICLE XII
Amendment

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 AM 9:56

These articles of incorporation may be amended in the manner provided by law.

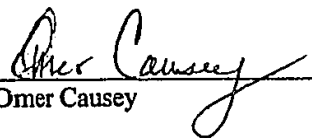
ARTICLE XIII
Indemnification

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

ARTICLE XIV
Mailing Address

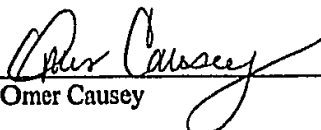
The initial mailing address for the corporation is 654 Sandy Nook Street, Sarasota, Florida 34242.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 23rd day of October, 1997.


Omer Causey

ACCEPTANCE OF REGISTERED AGENT

I hereby agree, as Registered Agent, to accept service of process, to keep the office open during the prescribed hours, to post my name (and any other of the corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.


Omer Causey

Date: October 23, 1997