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GERALD S. DEUTSCH

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Florida Supreme Court Certified Mediator
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Telephone (954) 748-9990 Fax: (954) 748-5255

November 6, 1997

Department of State Division of Corporations Tallahassee, Florida 32301

RE: Divwar Publishing Company

700002343177---1 -11/10/97--01135--012 *****70.00 ******70.00

Gentlemen:

Enclosed please find original and copy of Articles of Incorporation for Divwar Publishing Company.

Please file the original Articles and stamp the copy as a true copy and return the copy to the undersigned by means of the self-addressed envelope provided.

Also enclosed you will find our check in the sum of \$70.00 to cover your filing fee.

Thank you.

Yours truly,

GERALD S. DEUTSCH

GSD:emm

Encs.

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SLUMBING OF STATE
ORIGINAL STATE OF STATE

ARTICLES OF INCORPORATION OF DIVWAR PUBLISHING COMPANY

97 NOV 10 AM 8: 18 SECRETARY OF STATE TALLAHASSEE, FLORID

ARTICLE I - NAME

The name of this corporation is Divwar Publishing Company.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock, each share having a par value of \$5.00.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRE-EMPTIVE RIGHTS

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

ARTICLE VII - REGISTERED OFFICE AND AGENT AND PRINCIPAL PLACE OF BUSINESS

The street address of the corporation's registered office and its principal place of business is 7451 West Oakland Park Boulevard, Suite C, Fort Lauderdale, Florida 33319, and the name of the registered agent of this corporation at said address is Gerald S. Deutsch.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

> Gerald S. Deutsch 7451 West Oakland Park Boulevard, Suite C Fort Lauderdale, Florida 33319

ARTICLE IX - INCORPORATOR

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

Gerald S. Deutsch 7451 West Oakland Park Boulevard, Suite C Fort Lauderdale, Florida 33319

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 6th day of November, 1997.

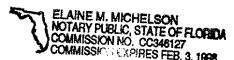
GERALD S. DEUTSCH, Incorporator

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of November, 1997, by Gerald S. Deutsch, who is personally known to me, and who did take an oath.

Notary Public, State of Florida

My Commission Expires





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act.

That DIVWAR PUBLISHING COMPANY, desiring to organize or qualify under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida, has named GERALD S. DEUTSCH, located at 7451 West Oakland Park Boulevard, Suite C, in the City of Fort Lauderdale, County of Broward, State of Florida 33319, as its agent to accept service of process within this State.

GERALD S. DEUTSCH

President

Having been named to accept service of process for DIVWAR PUBLISHING COMPANY, at the place designated in this certificate, I hereby agree to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

GERALD'S, DEUTSCH Registered Agent

Dated: November 6, 1997