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GERALD S. DEUTSCH

Attorney at Law

Florida Supreme Court Certified Mediator

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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*  
GERALD S. DEUTSCH

GSD:emm

Encs. 1

B/S  
11/14/97

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 NOV 10 AM 8:18

FILED

**ARTICLES OF INCORPORATION  
OF  
DIVWAR PUBLISHING COMPANY**

**FILED**  
97 NOV 10 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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

FILED  
97 NOV 10 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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