

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Beowulf Publications, Inc.

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Merger File _____
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RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
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✓ Certificate of Good Standing _____
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Certificate of Fictitious Name _____
Corp Record Search _____
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ARTICLES OF INCORPORATION

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OF

BEOWULF PUBLICATIONS, INC.

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopted the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is: Beowulf Publications, Inc. The principal office and mailing address is 9378 Arlington Expressway, Suite 166, Jacksonville, Florida 32225.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 528A Tarpon Avenue, Fernandina Beach, Florida 32034, and the name of the initial registered agent at that address is John Stephen Vanderbol, III.

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but never shall be less than one. The name and address of the initial Directors of the Corporation is as follows:

William C. Schmidt
64B Southeast 5th Avenue
Delray Beach, Florida 33483

Keith Kessler
9328 Arlington Expressway
Suite 166
Jacksonville, Florida 32225

Michael B. Seaburn
7957 Copperfield Circle N.
Jacksonville, Florida 32244

John S. Vanderbol, Jr.
744 Wickersham Drive
Webb City, MO 64870

John Stephen Vanderbol, III
528 Tarpon Avenue
Fernandina Beach, Florida 32034

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

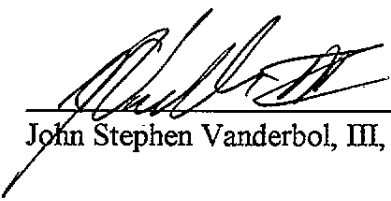
The name and address of the Incorporator is as follows:

John Stephen Vanderbol, III
528 A Tarpon Avenue
Fernandina Beach, Florida 32034

ARTICLE 8.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14th day of January, 1998.

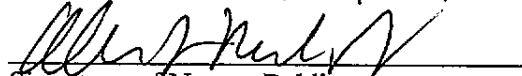


John Stephen Vanderbol, III, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of January, 1998, by

John Stephen Vanderbol, III, on behalf of the Corporation. He is personally known to me or has produced 1534-477-45-45 as identification.



Signature of Notary Public

ALLEN L. POUCHER, JR.
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Aug. 28, 1998
Commission No. CC 403746

Printed Name of Notary Public

My Commission Expires:

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



John Stephen Vanderbol, Registered Agent

Date: 1/18/98

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