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RONALD L. SIEGEL, P.A.

ATTORNEYS AT LAW

Comerica Bank Building
1800 Corporate Blvd., N.W., Suite 302
Boca Raton, Florida 33431

RONALD L. SIEGEL
Board Certified in
Wills, Trusts and Estates

HENRY SCHEIER
Of Counsel

(561) 241-3113
FAX (561) 241-3226

April 20, 1998

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Q & A Publications, Inc.

Dear Sir or Madam:

I enclose the following in connection with the above-referenced corporation:

- Articles of Incorporation
- Designation of Registered Agent
- Check in the amount of \$122.50

100002498531--8
-04/23/98--01118--014
****122.50 ****122.50

Please return a certified copy of the filed Articles of Incorporation to the undersigned.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

Ronald L. Siegel

RONALD L. SIEGEL

RLS/mab
L 98270
Enclosures

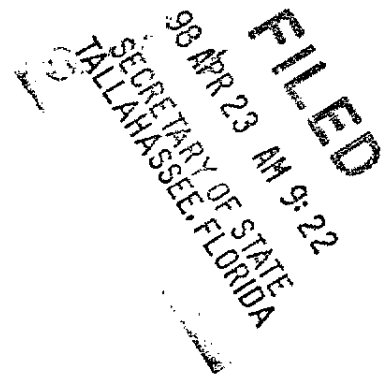
Ronald Siegel GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Subj*
DATE *4-24-98*
DOC. EXAM *CB*

FILED

98 APR 23 AM 9:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
4/24/98



ARTICLES OF INCORPORATION

OF

Q & A PUBLICATIONS, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe to, and file these Articles of Incorporation for the purposes of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation shall be:

Q & A PUBLICATIONS, INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

A. The total authorized capital stock of this Corporation is One Thousand (1,000) Shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash or other consideration of any new stock of this Corporation, whether of the same kind or of another 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 issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IV
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation is 200 SW 6th Avenue, Boca Raton, Florida 33486. The Board of Directors may from time to time move the principal office to another address in Florida.

**ARTICLE V
NUMBER OF DIRECTORS**

This Corporation shall have not less than one (1) Director.

**ARTICLE VI
FIRST BOARD OF DIRECTORS**

The names and addresses of the members of the initial Board of Directors are:

JACK R. BATTISTO, 200 SW 6th Avenue, Boca Raton, FL 33486

**ARTICLE VII
TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE VIII
SUBSCRIBER**

The name and address of the Subscriber of these Articles of Incorporation is:

JACK R. BATTISTO - 200 SW 6th Avenue, Boca Raton, FL 33486

**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1800 Corporate Boulevard, N.W., Suite 302, Boca Raton, Florida 33431, and the name of the initial Registered Agent is RONALD L. SIEGEL, ESQUIRE.

**ARTICLE X
COMMENCEMENT OF CORPORATE EXISTENCE**

Pursuant to Section 607.167, Florida Statutes, this Corporation shall commence its corporate existence upon the filing of these Articles.

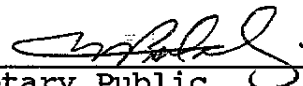


JACK R. BATTISTO, Subscriber

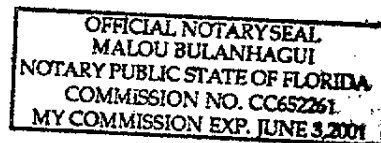
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in this State and County named above to take acknowledgments, personally appeared JACK R. BATTISTO, [✓] who is personally known to me or [] who produced _____ as identification, to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of April, 1998.



Notary Public
My commission expires:



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

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

That JACK R. BATTISTO, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 1800 Corporate Boulevard, N.W., Suite 302, Boca Raton, Florida 33431, has named RONALD L. SIEGEL, ESQUIRE of 1800 Corporate Boulevard, N.W., Suite 302, Boca Raton, Florida 33431, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-captioned Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


RONALD L. SIEGEL, ESQUIRE

FILED
98 APR 23 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA