

P9800000 41298

PAN AMERICAN GROUP
7439 E. HILLSBOROUGH AVE.
TAMPA, FLORIDA 33610
(813) 623-3543

May 6, 1998

Mr. George Sheldon
Sheldon/Cusick & Associates
864 East Park Avenue
Tallahassee, FL 32301

600002514966--1
-05/07/98--01033--003
****122.50 ****122.50

Subject: Articles of Incorporation
Vista Publishing Company

Dear George:

Enclosed is an original and one copy of the Articles of Incorporation for the subject company.

It would be appreciated if you could walk this through. Please fax a copy to us as soon as possible, since we need the document number of the corporation. The certified copy can be returned by regular mail.

Also enclosed is a check payable to the Secretary of State in the amount of \$122.50 the following:

- \$35.00 Filing Fee
- \$35.00 Registered Agent Fee
- \$52.50 Certified Copy

\$122.50

We appreciate your assistance.

Sincerely,

Judith G. Scheifele
Enclosures

Dmc
5/7/98

FILED
98 MAY -7 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY -7 AM 10:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VISTA PUBLISHING COMPANY

FILED

98 MAY -7 AM 10: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida General Business Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is **VISTA PUBLISHING COMPANY**.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are:

- (a) To engage in the business of any and all publishing activities.
- (b) To do everything necessary, reasonable, proper, advisable and/or convenient for the accomplishment or furtherance of such purposes.
- (c) To be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 500,000 shares at the par value of \$.01 each.

Holder of shares of said common stock from original issue shall be entitled to preemptive rights to acquire unissued or treasury shares of any class of stock of the Corporation which may at any time be authorized or held, and all unissued and treasury

shares may be offered and sold in accordance with the resolution of the Board of Directors only after first offering the same to any of the then existing shareholders.

The shareholders of the Corporation shall be entitled to one (1) vote for each share of stock owned to the election of each individual nominee for director and on all other matters voted on at any stockholders' meeting and shall not be entitled to cumulate such voting rights on the election of directors.

ARTICLE FIVE

The principal office of the corporation is 999 Ponce de Leon Blvd., Suite 600, Coral Gables, FL 33134.

ARTICLE SIX

The post office address of the Corporation's initial registered office is 7439 E. Hillsborough Ave., Tampa, FL 33610, and the name of its initial registered agent at such address is Buddy J. Levy.

ARTICLE SEVEN

The number of Directors of the Corporation may be fixed by the Bylaws. The number of directors constituting the initial Board of Directors is one (1) and the names and addresses of the persons who are to serve as directors until the organizational meeting of the shareholders or until their successors are elected and qualified are:

Alfred Estrada
999 Ponce de Leon Blvd., Suite 600
Coral Gables, FL 33134

ARTICLE EIGHT

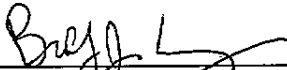
The name and address of the incorporator is:

Buddy J. Levy
7439 E. Hillsborough Ave.
Tampa, FL 33610

ARTICLE NINE

The Board of Directors is expressly authorized to make, alter, or amend the Bylaws of this Corporation or to adopt new Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand this the 6th day of May, 1998.



BUDDY J. LEVY

THE STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

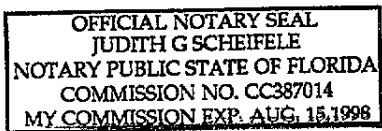
I, a Notary Public in and for said County and State, do hereby certify that on this the 6th day of May 1998, personally appeared before me Buddy J. Levy, who, being by me first duly sworn, declared that he is the incorporator of VISTA PUBLISHING COMPANY, that he signed the foregoing document as Articles of Incorporation of the Corporation, and that the statements therein are true.

SUBSCRIBED AND SWORN TO BEFORE ME, on this the 6th day of May, 1998.



NOTARY PUBLIC STATE OF FLORIDA

JUDITH G. SCHEIFELE



FILED

98 MAY -7 AM 10: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Buddy J. Levy, certify that having been named the initial registered agent for VISTA PUBLISHING COMPANY, hereby accept such status and agree to comply with the applicable laws and statutes.

DATED: May 6, 1998



BUDDY J. LEVY