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98 JUL -7 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marc W. Dunbar

(Requestor's Name)

P.O. Box 10095

(Address)

Tallahassee FL 32302

(City, State, Zip)

(Phone #)

850-222-3533

(Pennington Law Firm)

OFFICE USE ONLY

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*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ARAS Publishing, Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

RECEIVED

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P. Hall JUL -7 1998

Examiner's Initials

PENNINGTON, MOORE, WILKINSON, BELL & DUNBAR, P.A.
ATTORNEYS AT LAW

BARBARA D. AUGER
SAMUEL P. BELL, III
DOUGLAS S. BELL
ROBERT CINTRON, JR.
KEVIN X. CROWLEY
MARK K. DELEGAL
MARC W. DUNBAR
PETER M. DUNBAR
MARTHA J. EDENFIELD
CAROL A. FORTHMAN
WILLIAM H. HUGHES, III
JOHN J. MATTHEWS

EDGAR M. MOORE
E. MURRAY MOORE, JR.
BRIAN A. NEWMAN
JOHN C. PELHAM
CARL R. PENNINGTON, JR., P.A.
C. EDWIN RUDE, JR.
GARY A. SHIPMAN
CYNTHIA S. TUNNICLIFF
WILLIAM E. WHITNEY
BEN H. WILKINSON
CATHI C. WILKINSON

OF COUNSEL
R. STUART HUFF, P.A.
Coral Gables, Florida
CHRISTOPHER W. KANAGA
(Admitted in Massachusetts & Colorado Only)
BARBARA J. STAROS
SPECIAL CONSULTANTS
RANDY MILLER*

*NOT A MEMBER OF THE FLORIDA BAR

215 SOUTH MONROE STREET
2ND FLOOR
TALLAHASSEE, FLORIDA 32301

(850) 222-3533
FAX (850) 222-2126
E-Mail:

REPLY TO:
P.O. BOX 10095
TALLAHASSEE, FL 32302-2095

July 7, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Aras Publishing, Inc.

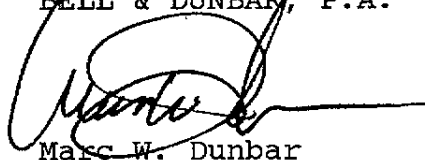
Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. In addition, you will also find enclosed a check in the amount of \$70.00 which represents the filing fees.

If you have any questions with regard to this filing, please feel free to contact me.

Respectfully,

PENNINGTON, MOORE, WILKINSON,
BELL & DUNBAR, P.A.



Marc W. Dunbar

MWD/tmz
Enclosures

ARTICLES OF INCORPORATION
OF
ARAS PUBLISHING, INC.

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The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be ARAS PUBLISHING, INC.

ARTICLE II - PURPOSE

This Corporation shall be organized for the purposes of publishing, and for any other business or purpose which is lawful under the laws of the State of Florida.

ARTICLE III - AGENT

The registered agent of this Corporation shall be Marc Dunbar. The address of the registered agent shall be 215 S. Monroe St., Tallahassee, Florida 32301.

ARTICLE IV - EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation shall be 4811 Highgrove Road, Tallahassee, Florida 32308.

ARTICLE VI - CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$.01.

ARTICLE VII - PREEMPTIVE RIGHTS, CUMULATIVE VOTING

Holders of the capital stock of the Corporation shall have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall be allowed in the election of its directors or for any other purposes.

ARTICLE VIII - DIRECTORS

This Corporation shall have no less than one (1) director nor more than five (5). The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the

stockholders at an annual or special meeting thereof. The names and addresses of the members of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Susan Dunbar	4811 Highgrove Road, Tallahassee, Florida 32308

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is Marc Dunbar, 215 S. Monroe St., Tallahassee, Florida 32302.

ARTICLE X - OFFICERS

The officers of the Corporation shall be a President, Treasurer, Secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

<u>Office</u>	<u>Name and Address</u>
President, Treasurer, Secretary	Susan Dunbar 4811 Highgrove Road, Tallahassee, Florida 32308

ARTICLE XI - INDEMNIFICATION


The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 1st day of July, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.


Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared, and being first duly sworn and upon his/her oath, stated that Marc Dunbar signed the above Articles of Incorporation for the conditions and purposes therein expressed this 1st day of July, 1998.


NOTARY PUBLIC - STATE OF FLORIDA



THERESA M. ZERKLE
MY COMMISSION # CC440135 EXPIRES
May 9, 1999

PRINTED NAME OF NOTARY, COMMISSION
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me ✓
or produced the following identification: _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ARAS PUBLISHING, INC.

2. The name and address of the registered agent and office is:

MARC W. DUNBAR

(NAME)

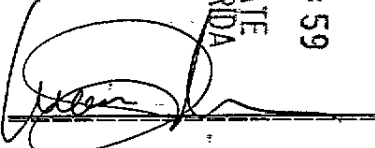
215 SOUTH MONROE STREET, SECOND FLOOR

(P.O. BOX NOT ACCEPTABLE)

TALLAHASSEE, FLORIDA 32301

(CITY/STATE/ZIP)

Signature:


MARC DUNBAR


Title: Incorporator

Date:

7/1/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

Signature:


MARC W. DUNBAR

Date:

7/1/98

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TALLAHASSEE, FLORIDA