

J. GERARD CORREA, P.A.

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BOARD CERTIFIED TAXATION

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REPLY TO
ST. PETERSBURG

September 23, 1998

Secretary of State
Charter Division - Corporations
409 E. Gaines Street
Tallahassee, FL 32304

700002649837--1
-09/28/98--01049--014
***122.50 ***122.50

Re: irrePRESSible publications, inc.

Gentlemen:

Enclosed herewith, in duplicate, are Articles of Incorporation for irrePRESSible publication, inc. Enclosed is our check in the amount of \$122.50, covering the following fees:

Filing Tax	\$ 35.00
Certified copy of Articles	52.50
Registered Agent fee	35.00
Total	\$122.50

Please send a certified copy of the Articles of Incorporation to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/dha
Enclosure

FILED
98 SEP 28 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SEP 29 1998

ARTICLES OF INCORPORATION
OF
irrePRESSible publications, inc.

ARTICLE I - Name

The name of this corporation is irrePRESSible publications, inc.

ARTICLE II - Purpose

The general nature of the business to be transacted by this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and publication of literary works to members of the general public.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation shall be 100 shares of common stock with a par value of \$5.00 per share.

ARTICLE IV - Period of Existence

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V - Registered Office and Registered Agent

The street address of the initial office of this corporation is 5580 77th Avenue North, City of Pinellas Park, County of Pinellas, State of Florida, 33781, and the name of the initial registered agent of this corporation at that same address is BILLIE S. NOAKES.

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TALLAHASSEE FLORIDA

ARTICLE VI - Initial Board of Directors

This corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). Directors may be removed for cause. The name and address of each initial director of this corporation is:

BILLE S. NOAKES
P.O. Box 2072
Pinellas Park, Florida 33780-2072

STEPHEN L. SCHWARTZ
P.O. Box 149003
Orlando, Florida 32814

ARTICLE VII - Incorporator

The name and address of the person signing these articles is:

BILLE S. NOAKES
P.O. Box 2072
Pinellas Park, Florida 33780-2072

ARTICLE VIII - By-Laws

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition shall become effective.

ARTICLE IX - Indemnification

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law for such acts of the officer or director, or former officer or director, while acting in a corporate capacity.

ARTICLE X - Amendment

The shareholders reserve the right to amend or repeal any provision contained in these Articles of Incorporation, any amendment hereto, or any right conferred on shareholders by majority vote.

The Board of Directors have no right to amend the Articles of Incorporation.

ARTICLE XI - Section 1244 Stock

It is the intention of the incorporators of this corporation that the first board of directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.


ARTICLE XII - 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 XIII - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscribers hereunto have set their hand and seal this 22nd day of September, 1998.


BILLE S. NOAKES, Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd
day of September, 1998, by BILLE S. NOAKES, who is
personally known to me or who has produced
a driver's license as identification and who did take
an oath.

NOTARY PUBLIC

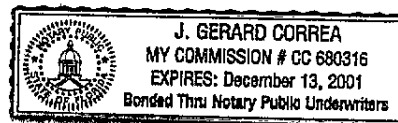

Sign

J. GERARD CORREA

Print

State of Florida at Large

My commission expires:



CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That irrePRESSible publications, inc., designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Pinellas Park, County of Pinellas, State of Florida, has named Billie S. Noakes, whose address is 5580 77th Avenue North, Pinellas Park, Florida, 33781, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.


BILLIE S. NOAKES
Registered Agent

FILED
98 SEP 28 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA