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FRED ELEFANT, P. A. FILED

ATTORNEY AT LAW

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1650 PRUDENTIAL DRIVE
JACKSONVILLE, FLORIDA 32207

98 OCT -7 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX (904) 398-2068
TELEPHONE (904) 398-2277

MAILING ADDRESS:
POST OFFICE BOX 749
JACKSONVILLE, FL 32201-0749

October 5, 1998

EFFECTIVE DATE

10-5-98

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-10/07/98--01029--012
****122.50 ****78.75

RE: APW Publishing, Inc.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for APW Publishing, Inc.

After you have filed the original of the Articles, please certify and return the copy to me. Enclosed is our check in the amount of \$122.50 for the filing fee.

Sincerely,


Fred Elephant

FE/lc
Enclosures

cc: Mr. Warren Andrews

P. Hall

OCT - 8 1998

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**ARTICLES OF INCORPORATION
OF
APW PUBLISHING, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
10-5-98

**Article I
Name**

Section 1.1. Name. The name of this corporation shall be APW Publishing, Inc.

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 4975 Bonita Beach Road, Suite 401, Bonita Springs, Florida 34134.

**Article III
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Seven Thousand (7,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Article IV
Initial Registered Agent and Address**

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Fred Elefant
1650 Prudential Drive, Suite 105
Jacksonville, Florida 32207

**Article V
Incorporator**

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Fred Elefant
1650 Prudential Drive, Suite 105
Jacksonville, Florida 32207

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, October 5, 1998, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1).

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Warren Andrews
4975 Bonita Beach Road, Suite 401
Bonita Springs, FL 34134

Ray Weiss
22830 Ostronic Drive
Woodland Hills, CA 91367

Laurie Pechulis
71-A Main Street
Huntington Beach, CA 92648

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

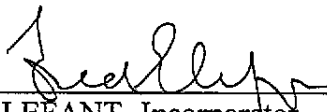
Article IX **Bylaws**

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X **Amendment**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 5 day of October, 1998.



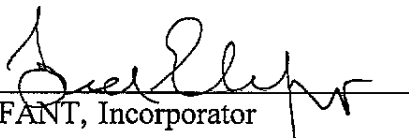
FRED ELEFANT, Incorporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

APW PUBLISHING, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates FRED ELEFANT as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1650 Prudential Drive, Suite 105, Jacksonville, Florida 32207.

DATED this 5 day of October, 1998.


FRED ELEFANT, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 5 day of October, 1998.


FRED ELEFANT

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