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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: NEWSPRAY, INC.
(Proposed corporate name - must include suffix)

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-11/05/98--01062--015
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: JOANNE Letts
Name (Printed or typed)

2198 PRINCETON STREET
Address

SARASOTA, FL 34237
City, State & Zip

941-953-5939
Daytime Telephone number

Half

NOV - 6 1998

~~WAF-25785~~
(4)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

NEWSPRAY, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be *NEWSPRAY, Inc.*

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business under the laws of the United States and The State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which should be designated "Common Shares".

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2198 Princeton Street, Sarasota, FL 34237. The name of the initial registered agent of this Corporation at that address is Joanne Letts.

The corporate mailing address shall be the same.

ARTICLE VII - NUMBER OF DIRECTORS / OFFICERS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

NAME, TITLE, ADDRESS OF BOARD OF DIRECTORS

The name, title and street addresses of the members of the first Board of Directors are as follows:

Raymond Blackburn - President – Cumbria, England CA13 9YA

Joanne Letts – Secretary – Cumbria, England CA13 9YA

ARTICLE IX - INCORPORATORS

The name and addresses of the initial subscribers signing these Articles are as follows:

Joanne Letts – Cumbria, England CA13 9YA

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the
Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the
amounts set opposite their names:

Derwent Lodge - 100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other
persons unless such shares are first offered to the remaining shareholders or to this corporation. The
price and terms at which, and the time within which, such shares may be offered and sold shall be
further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the
purpose of completing the organization of the corporation and the adoption of the bylaws and the
transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of
Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this
reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions
and conditions of Section 1244 of the Internal Revenue Code.

In Witness Whereof, we have hereunto subscribed our names and affixed our seals to these Articles of

Incorporation, on the

9th day of Sept. 1998. Joanne Letts

Joanne Letts

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**ARTICLES OF INCORPORATION
NEWSPRAY, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA, COUNTY OF SARASOTA

Before Me, the undersigned authority, personally appeared *Joanne Letts*, who being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

Witness my hand and official seal in the above named County and State this 9th day of September 1998.



NOTARY PUBLIC

MY COMMISSION EXPIRES

**ARTICLES OF INCORPORATION
NEWSPRAY, INC.**

***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.

NEWSPRAY, INC.

Desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Sarasota, County of Sarasota, State of Florida, has named Joanne Letts 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 agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



**Joanne Letts
Agent of Process**