

P98000105538

December 15, 1998

Dick Levis
1010 North Third Street
Jacksonville Beach, FL 32250

Mr. Randall Purinton
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Mr. Purinton:

Enclosed is information regarding the incorporation of Halev, Inc., which will be located at 1601 Ocean Drive, South, Jacksonville Beach, Florida 32250. The outstanding shares are 1,000; Richard Levis is the President and Holly Halat is the Vice President. Terri Benton is the Registered Agent. Richard Levis is also the Incorporator.

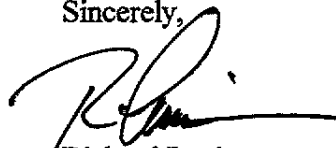
Enclosed is my check in the amount of \$87.50.

The purpose of this corporation is marketing newspapers.

The effective date of Halev, Inc. is January 1, 1999.

If you have any questions, please do not hesitate to call me at (904) 249-8594.

Sincerely,


Richard Levis

EFFECTIVE DATE
1-1-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 AM 11:58

R. Purinton DEC 18 1998

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 AM 11:58

ARTICLE I NAME

The name of the corporation shall be:

HALEV, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1601 OCEAN DRIVE SOUTH, SUITE 409
JACKSONVILLE BEACH, FLORIDA 32250

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

TERRI BENTON
1010 N. 3RD STREET
JACKSONVILLE, FL. 32250

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

RICHARD FELLS
1601 OCEAN DR SOUTH, SUITE 409
JACKSONVILLE BEACH FL 32250

Signature/Incorporator

Date

12.16.98

EFFECTIVE DATE

1-1-99

(An additional article must be added if an effective date is requested.)

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

Terri L Benton

Signature/Registered Agent

Date

12/15/98

EFFECTIVE DATE

1-1-99