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HERBERT H. HINSON

Attorney at Law

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January 14, 1999

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

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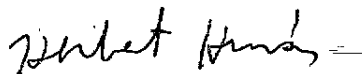
Re: BENE/MAC PUBLISHING CO., INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return to us a copy and a certificate.

We are enclosing our check in the amount of \$131.25 covering the filing fee, certified copy, and certificate of incorporation.

Very truly yours,



Herbert H. Hinson

HHH/11
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 PM 1:41

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WS

ARTICLES OF INCORPORATION

OF

BENE/MAC PUBLISHING CO., INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

BENE/MAC PUBLISHING CO., INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2205 Grant Avenue, Suite D, Panama City, Florida 32405.

ARTICLE III

PURPOSES

The specific purpose for which the corporation is organized is to engage in publishing and any other lawful business.

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ARTICLE IV

STOCK

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares, with no par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed will be specified in the Bylaws of Corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is Herbert H. Hinson, Attorney at Law, 29 East Fifth Street, Panama City, Florida 32401.

ARTICLE VII

BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial Board of Directors are John Benefield, 111 Glades Turn,

Panama City Beach, Florida 32407, and Wilma McDaniel, 111 Glades Turn, Panama City Beach, Florida 32407.

ARTICLE VIII

INCORPORATOR

The names and addresses of the initial incorporators are John Benefield, 111 Glades Turn, Panama City Beach, Florida 32407, and Wilma McDaniel, 111 Glades Turn, Panama City Beach, Florida 32407.

IN WITNESS WHEREOF, I, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation. Further I have executed these Articles for the uses and purposes herein state.

1/15/99
DATE

John Benefield
INCORPORATOR

John Benefield
111 Glades Turn
Panama City Beach, Florida 32407

1/15/99
DATE

Wilma McDaniel
INCORPORATOR

Wilma McDaniel
111 Glades Turn
Panama City Beach, Florida 32407

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated not-for-profit corporation at the place designed in this certificate, I hereby accept the appointment of 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.

1/15/99
DATE

Herbert H. Hinson
REGISTERED AGENT
Herbert H. Hinson
29 East Fifth Street
Panama City, Florida 32401

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared HERBERT H. HINSON, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal this 15th day of January, 1999.



Lori L. Lynn
My Commission CC760217
Expires August 11 2002

Lori L. Lynn
NOTARY PUBLIC
My Commission Expires:

FILED
99 JAN 19 PM 1:41
SECRETARY OF STATE
DIVISION OF CORPORATIONS