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ARTICLES OF INCORPORATION

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OF

AVALON PUBLISHING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is AVALON PUBLISHING, INC.

**ARTICLE TWO
DURATION**

The term of duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE FOUR
STOCK**

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with a par value of \$1.00.

Prepared By:
Paul J. Burns, Esq.
12525 Walsingham Road
Largo, Fl 33774
727-595-4540
Bar No. 968201

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**ARTICLE FIVE
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 4619 Mirabella Court, St. Pete Beach, Fl 33706, and the name of the initial registered agent at such address is Barry J. Berens.

**ARTICLE SIX
PRINCIPAL OFFICE**

The street address of the principal office is 4619 Mirabella Court, St. Pete Beach, Fl 33706 and the mailing address of the corporation is 4619 Mirabella Court, St. Pete Beach, Fl 33706.

**ARTICLE SEVEN
DIRECTORS**

The board of directors of the corporation shall consist of two (2) members and may be changed from time to time in accordance with the By-laws of the corporation. The initial Board of Directors shall consist of Barry J. Berens and Jessica Dzialo.

**ARTICLE EIGHT
INCORPORATORS**

The name and address of the incorporator is Paul J. Burns, 12525 Walsingham Road, Largo, Florida 33774.

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**ARTICLE NINE
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE TEN
COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the date of the filing of these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 23rd day of March, 1999.


PAUL J. BURNS
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS


The foregoing instrument was acknowledged before me this 23rd day of March, 1998, by Paul J. Burns, who is personally known to me or who has produced a Florida Drivers license as identification.

(Seal)



Jeffrey W. Lindelof
My Commission CC603120
Expires November 21, 2000

My Commission Expires: 11/21/2000


Notary Public
Jeffrey W. Lindelof
Print Name of Notary Public
Commission No.: CC 603120

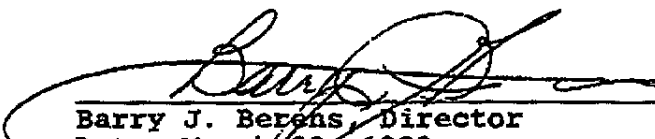
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of the Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is AVALON PUBLISHING, INC.
2. The name and address of the registered agent and office is Barry J. Berens, 4619 Mirabella Court, St. Pete Beach, Fl 33706.


Barry J. Berens, Director
Date: March 22, 1999

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby 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 22nd day of March, 1998.


Barry J. Berens
Registered Agent

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