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Frederick Graves

& Private Counsel

FILED

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1600 NE Dixie Highway # 14-108
Jensen Beach, Florida 34957

561 / 334-4447
Fax: 334-0960

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

26 March 1999

Florida Secretary of State
Domestic Corporation Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

Attn: New Filings

EFFECTIVE DATE

3-26-99

Re: Burch Publishing Company

Dear Secretary,

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

Enclosed is a check for \$70 to cover the filing fee. No certified copy is needed.

Please notify my office by regular mail of the date and file number of this filing.

If you require anything further, please contact me *directly* before returning any documents.

Thank you.

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*****70.00 *****70.00

Respectfully,

c.c. Burch Publishing Company
Walker M. Burch

PK
4-5-99

EFFECTIVE DATE
3/26/99

Articles of Incorporation
of
Burch Publishing Company

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as general incorporator under statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

ARTICLE I: Name and Principal Place of Business

The name of this corporation is Burch Publishing Company. The initial principal place of business shall be 2242 NE Marguerite Street, Jensen Beach, Florida 34957 (561-334-7042). The initial mailing address of the corporation shall be Post Office Box 884, Jensen Beach, Florida 34958.

ARTICLE II: Commencement and Duration

This corporation shall commence in existence on the date last hereinappearing. If filing is delayed so that more than five (5) days have elapsed from said date hereof and the filing by the Secretary of State, then in that event this corporation shall be deemed to have commenced on that date five (5) days prior to its being filed with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporator's intent that this corporation commence in existence upon the date last hereinappearing, being the date of actual creation. This corporation shall exist perpetually after filing or until sooner terminated by lawful act of its shareholders and directors.

ARTICLE III: Purpose

The purpose for which this corporation is organized is to engage in the publication of information useful to the public at large. A principal focus of the corporation initially shall be to develop and market books, pamphlets, study guides, CD-ROMs, internet sites, and other publications aimed at assisting the public to understand subjects of practical interest.

ARTICLE IV: Authorized Shares

1. Number. The aggregate number of shares of capital common stock that the corporation shall have authority to initially issue is 10,000 shares of capital common stock with par value one cent (\$0.01) per share.

2. Subscriptions. Walker M. Burch, 2242 NE Marguerite Street, Jensen Beach, Florida 34957 (561-334-7042) having given good and sufficient consideration therefor in the form of \$100 dollars has subscribed and does subscribe for acquisition of one share of the capital common stock of the new corporation. The initial subscriber shall have the right to notice and first refusal to purchase additional shares of the corporation at par whenever the board of directors shall authorize issuance of further shares of the corporation, and the board shall require that no person shall have the right to acquire additional shares unless the initial subscriber is afforded reasonable opportunity to acquire additional shares at par.

3. Stated Capital. The sum par value of all shares of capital common stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation on the books at any such time.

4. Dividends. The holders of issued shares of capital stock shall be entitled to receive, when and as declared by the directors, annual or quarterly dividends payable either in cash, in property, or issuable shares of the corporation according as the directors shall resolve in accordance with these articles.

5. Other Classes. The corporation shall be authorized to issue additional classes of shares including, but not limited to, non-voting preferred shares upon duly enacted resolution of the board of directors with majority shareholder approval and such other requirements as may be imposed by law.

ARTICLE V: Registered Agent

The initial registered agent of the corporation is Walker M. Burch. The address at which he will accept service of process for the corporation is 2242 NE Marguerite Street, Jensen Beach, Florida 34957 (561-334-7042). His acceptance of appointment is filed herewith and made a part hereof by reference.

ARTICLE VI: Number of Directors

The number of duly elected directors of this corporation shall be not less than one.

ARTICLE VII: Incorporation Directors

The name and address of the person who shall serve as incorporation director is Walker M. Burch, 2242 NE Marguerite Street, Jensen Beach, Florida 34957 (561-334-7042), who shall serve in the capacity of temporary director until the organizational meeting, at which meeting he shall appoint a president and secretary *pro temp* who shall by his authority and at his direction issue subscribed shares of the corporation's capital common stock for value received, whereupon the new shareholders will elect permanent replacements to serve and hold office as duly elected directors thereafter in accordance with Florida Law, these articles, and the by-laws of the corporation. Upon taking office, the duly elected directors shall ratify all prior acts of and accept the immediate resignation of the incorporation directors, who shall thereafter have no further powers or obligations.

ARTICLE VIII: Incorporator

The name and address of the incorporator is: Walker M. Burch, 2242 NE Marguerite Street, Jensen Beach, Florida 34957 (561-334-7042).

ARTICLE IX: Amendment of Articles

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a duly noticed shareholders' meeting provided no such amendment shall contravene the conditions set forth herein with regard to limitations on the corporation's purpose, the rights of Walker M. Burch as initial subscriber, and the final authority of Burch to edit and approve all publications of the corporation, anything to the contrary contained herein notwithstanding.

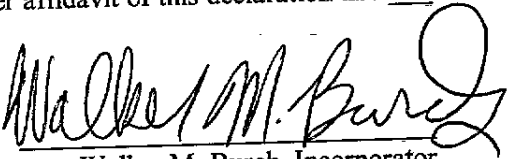
ARTICLE X: Pre-Emptive Rights

Shareholders shall not have pre-emptive rights to purchase additional shares except as otherwise set forth herein with regard to the initial subscribers for shares.

ARTICLE XI: Cumulative Voting

In the election of directors shareholders shall vote their shares cumulatively, i.e., each share casts a number of votes equal to the number of director positions being filled. In all other voting shareholders shall vote their shares directly, i.e., one share casts one vote.


IN WITNESS WHEREOF Walker M. Burch declares these Articles of Incorporation for Burch Publishing Company, hereunder setting his hand and giving his further affidavit of this declaration this ____ day of March 1999.

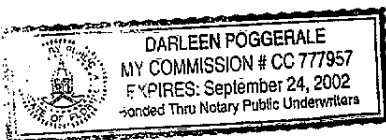

Walker M. Burch, Incorporator

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME, the undersigned authority, personally appeared Walker M. Burch who being by me first duly sworn or affirmed and identified by Florida Drivers License as the person described hereinabove, did execute the foregoing in my presence as incorporator for Burch Publishing Company

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal the date last hereinabove appearing.

 3/24/99
Notary Public, State of Florida at Large



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

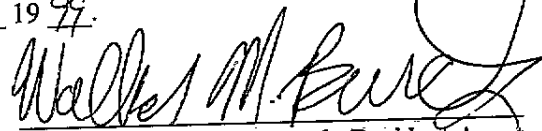
WITNESSETH that *Burch Publishing Company* desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: Walker M. Burch, whose business address at which he will accept service of process for the corporation is 2242 NE Marguerite Street, Jensen Beach, Florida 34957 (561-334-7042), and his acceptance of appointment is filed herewith and made a part hereof by reference.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the date last hereinappearing and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

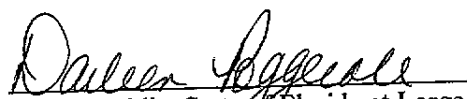
EXECUTED this 26th day of March 19 99.


Walker M. Burch, Resident Agent

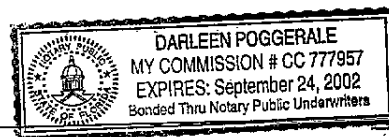
STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME personally appeared Walker M. Burch who, being by me first duly sworn and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Stuart, Florida this 26th day of March 1999.


Notary Public, State of Florida at Large

My commission number is: _____
My commission expires; _____



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA