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April 9, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: CHERRYTREE PUBLICATIONS, INC.

Gentlemen:

600002837216-1
-04/12/99-01151-002
****70.00

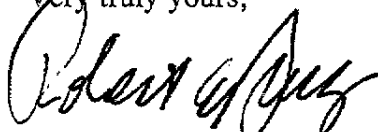
Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is a check in the sum of \$70.00 which represents payment on the following:

Filing Fee \$ 35.00
Registered Agent Fee \$ 35.00

Please file the original of the enclosed Articles of Incorporation and return a stamped copy to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,


Robert A. Dulberg

RAD:smm
Enclosures

FILED
99 APR 12 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 14 1999

ARTICLES OF INCORPORATION
OF
CHERRYTREE PUBLICATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned elects to form a corporation in accordance with Florida Statute 607.0202 of the Florida Business Corporation Act as follows:

ARTICLE I
NAME

The name of the Corporation shall be **CHERRYTREE PUBLICATIONS, INC.**

ARTICLE II
EXISTENCE

The existence of the Corporation shall be perpetual commencing upon filing of these Articles with the Department of State.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business or businesses of the Corporation is to engage in any activity, business or enterprise permitted by the laws of the United States and of the State of Florida.

ARTICLE IV
SHARES

The maximum number of shares the Corporation is authorized to issue is Five Hundred (500) shares with a par value of \$1.00 per share, all of which shall be common shares.

ARTICLE V
INITIAL OFFICE

The street address of the initial principal office and mailing address of the Corporation shall be:

881 Ocean Drive
Apt. 18B
Key Biscayne, FL 33149

ARTICLE VI
DIRECTORS

The number of directors constituting the initial board of directors shall be one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

The person named as initial director shall hold office for the first year of existence of the corporation or until his successor is elected or appointed and has qualified, whichever occurs first. The name of the person who shall serve as the initial director is:

FREDERICO WISZNAT
881 Ocean Drive
Apt. 18B
Key Biscayne, FL 33149

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

FREDERICO WISZNAT
881 Ocean Drive
Apt. 18B
Key Biscayne, FL 33149

ARTICLE VIII
REGISTERED AGENT

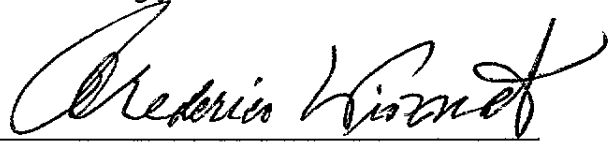
The name and address of the initial Registered Agent is:

FREDERICO WISZNAT
881 Ocean Drive
Apt. 18B
Key Biscayne, FL 33149

ARTICLE IX
INDEMNIFICATION

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

The undersigned, being the Incorporator for the purpose of forming this Corporation, does subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 9th day of April, 1999.

A handwritten signature in cursive script, reading "Frederico Wisznat". The signature is written in black ink and is positioned above a horizontal line.

FREDERICO WISZNAT, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is **CHERRYTREE PUBLICATIONS, INC.**
2. The name and address of the registered agent and office is:

FREDERICO WISZNAT
881 Ocean Drive
Apt. 18B
Key Biscayne, FL 33149

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.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby accept and agree to act in this capacity, and further agree to comply with the provisions of applicable Florida Statutes, relative to keeping open said office.



FREDERICO WISZNAT, Registered Agent

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TALLAHASSEE, FLORIDA