

99 JUL -6 PM 1: 26

SECRETARY OF STATE ACCOUNT NO. : 072100000032 TALLAHASSEE, FLORIDA 4352702 297113 REFERENCE :

AUTHORIZATION :

COST LIMIT : \$ 78.75

EFFECTIVE DATE

date

note effective

ORDER DATE : July 6, 1999

ORDER TIME : 10:10 AM

ORDER NO. : 297113-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis

WILLIAMS PARKER HARRISON DIETZ WILLIAMS PARKER HARRISON DIETZ

200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME:

GUIDEBOOKWRITERS.COM, INC.

700002923417--9

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzaríni

EXAMINER'S INITIALS

ARTICLES OF INCORPORATION

FILED

OF

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GUIDEBOOKWRITERS.COM, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

EFFECTIVE DATE

1. <u>Name.</u> The name of the Corporation is:

GUIDEBOOKWRITERS.COM, INC.

2. <u>Principal Office</u>. The address of the principal office of the Corporation is:

936 Main Street Sanibel Island, Florida 33957

3. <u>Mailing Address.</u> The mailing address of the Corporation is:

936 Main Street Sanibel Island, Florida 33957

- 4. <u>Authorized Shares.</u> The Corporation is authorized to issue 200 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.
- 5. <u>Bylaws.</u> The initial bylaws of the Corporation shall be adopted by the incorporator or the shareholders. The power to alter, amend or repeal any bylaw shall be vested in the shareholders.
- 6. <u>Management by Shareholders</u>. The Corporation will be managed by its shareholders and will not have directors.

7. <u>Registered Agent and Office</u>. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

William G. Lambrecht 200 S. Orange Avenue Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

8. <u>Incorporator</u>. The name and address of the incorporator of the Corporation is:

William G. Lambrecht 200 S. Orange Avenue Sarasota, Florida 34236

9. <u>Effective Date.</u> The existence of the Corporation shall commence July 1, 1999.

Dated this 2nd day of July, 1999.

William G. Lambrecht

Incorporator and Registered Agent

WGL-358667.1

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SECRETARY OF STATE

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