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Florida Department of State
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(((H99000025720 6)))

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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071005001001
Phone : (727)441-8966
Fax Number : (727)442-8470

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FLORIDA PROFIT CORPORATION OR P.A.

MANTLE PUBLISHING, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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Audit No. H99000025720 6

ARTICLES OF INCORPORATION
OF
MANTLE PUBLISHING, INC.

ARTICLE I
Name and Address

The name of this corporation is MANTLE PUBLISHING, INC., whose place of business is located at 625 Court Street, Second Floor, Clearwater, FL 33756.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

Prepared by and return to:
EMIL C. MARQUARDT, JR., ESQ.
Macfarlane Ferguson & McMullen
625 Court Street, Second Floor
Clearwater, FL 33756

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ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Second Floor, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VI
Initial Board of Directors and Officers

This corporation shall initially have one director and a President. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director and officer of this corporation is:

CAROL S. MARQUARDT, President and Director
625 Court Street, Second Floor, Clearwater, FL 33756

ARTICLE VII
Incorporators

The name and address of the persons signing these Articles is:

<u>Name</u>	<u>Address</u>
EMIL C. MARQUARDT, JR.	625 Court Street - Second Floor Clearwater, FL 33756

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Shareholder Quorum and Voting

Shareholder Quorum and Voting provisions shall be set forth in the corporation's By-Laws.

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ARTICLE X

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XI

Indemnification

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

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by the vote of seventy-five (75%) percent of the shareholders, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ____ day of _____, 1999.

EMIL C. MARQUARDT, Jr.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknow-

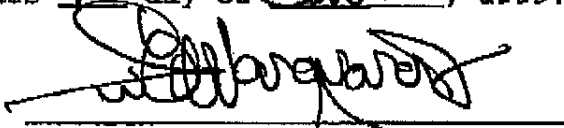
STATE OF FLORIDA
COUNTY OF PINELLAS

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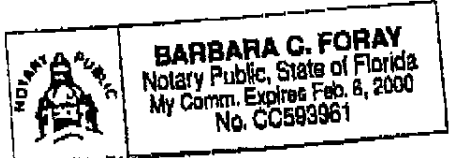
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of October, 1999.



EMIL C. MARQUARDT, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR. to me personally known or who has produced VA as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 12 day of October, 1999.

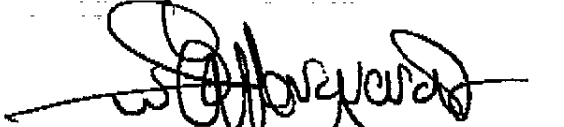



Notary Public
Print Name BARBARA G FORAY
My Commission Expires: 2/6/2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for MANTLE PUBLISHING, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


EMIL C. MARQUARDT, JR.