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November 18, 1999

State of Florida
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-11/22/99--01103--011
*****78.75 *****78.75

Re: Union Benefit News, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation together with the Certificate of Registered Agent for the referenced corporation with a check in the amount of \$78.75 to cover the cost of filing.

Should you have any questions, or if anything additional is required, please do not hesitate to contact me.

Sincerely,



William E. Gottfried

WEG/ad

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
UNION BENEFIT NEWS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I
Name of Corporation

The name of the corporation shall be:

UNION BENEFIT NEWS, INC.

ARTICLE II
Duration of Corporation

The duration of this corporation is to be perpetual.

ARTICLE III
Purposes

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV
Capital Stock

The total authorized stock of this corporation shall be divided into 100 shares of common stock with a par value of \$1.00 per share. The consideration to be paid for each share shall be in money, property or services.

ARTICLE V
Registered Agent and Address

The registered agent for this corporation and the registered address of this corporation are as follows:

ROBERT ALLEN
1484 Gulf-to-Bay Blvd., Suite #10
Clearwater, Florida 33755

ARTICLE VI
Directors and Principal Office

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name of the initial Board of Directors is ROBERT ALLEN. The principal office is located at: 1484 Gulf-to-Bay Blvd., Suite #10
Clearwater, Florida 33755

ARTICLE VII
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII
Incorporators

The name and address of the incorporator signing these Articles of Incorporation is: ROBERT ALLEN, 1484 Gulf-to-Bay Blvd., Suite #10
Clearwater, Florida 33755

ARTICLE IX
Indemnification

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

ARTICLE X
Bylaws


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

ARTICLE XI
Amendments

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by the majority of the stockholders entitled to vote thereat.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal for and on behalf of the corporation and executed these Articles of Incorporation this

19th day of Nov., 1999.



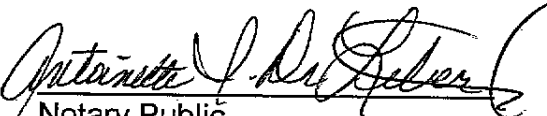
ROBERT ALLEN (Seal)

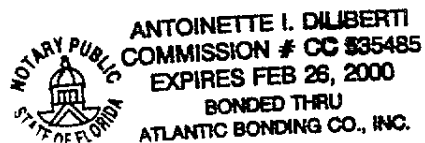
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT ALLEN to be the person who executed the foregoing Articles of Incorporation and he acknowledged

before me that he executed those Articles of Incorporation for the purposes therein expressed. IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 19th day of November, 1999.


Notary Public



CERTIFICATE OF RESIDENT AGENT

In the pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act: UNION BENEFIT NEWS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the County of Pinellas, State of Florida has named ROBERT ALLEN, 1484 Gulf-to-Bay Blvd., Suite #10, Clearwater, Florida 33755, County of Pinellas, State of Florida as its agent to accept service of process within this state. Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.


ROBERT ALLEN
Resident Agent

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TALLAHASSEE, FL 32399