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ARTICLES OF INCORPORATION  
OF  
BRIDGE PUBLICATIONS, INC.

FILED  
In the office of the Secretary of State  
of the State of California  
FEB 2 - 1981

MARCH FONG EU, Secretary of State

*[Signature]*  
Deputy

The undersigned, desiring to form a corporation under the laws of the State of California, declares:

FIRST: The name of this corporation is:

BRIDGE PUBLICATIONS, INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD: The name and address in this state of the corporation's initial agent for service of process is Ron Fujikawa, 1 Century Plaza, Suite 1690, 2029 Century Park East, Los Angeles, California 90067.

FOURTH: The corporation is authorized to issue 1,000 shares of capital stock, all of one class, to be designated "Common Stock".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of January, 1981.

*[Signature]*  
Felicia Britowich

I, Felicia Britowich, hereby declare that I am the person who executed the foregoing Articles of Incorporation of BRIDGE PUBLICATIONS, INC., and that said Articles of Incorporation are my own act and deed.

*[Signature]*  
Felicia Britowich

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FILED

Office of the Secretary of State  
State of California

RESTATED

AUG 0 3 1993

ARTICLES OF INC.  
OF  
BRIDGE PUBLICATIONS, INC.

*Wrench, John E.*  
Secretary of State

LIS ASTRUPGAARD and MARILYN PISANI certify that:

1. They are the President and Secretary, respectively, of BRIDGE PUBLICATIONS, INC., a California corporation.

2. Desiring to change the status of the corporation to that of a California religious corporation, the Directors and shareholders each by unanimous vote, have approved the necessary changes to the Articles of Incorporation, so that the Articles as amended and restated will read as follows:

ARTICLE ONE

Name of the Corporation

The name of the corporation shall be BRIDGE PUBLICATIONS INCORPORATED.

ARTICLE TWO

Duration of the Corporation

The duration of the corporation shall be perpetual.

ARTICLE THREE

Purpose of the Corporation

The corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes. Its purpose is to operate exclusively for the benefit of Church of Scientology International by performing the publishing functions of the Scientology religion as founded by L. Ron Hubbard.

ARTICLE FOUR

Power of the Corporation and Limitations Thereon

In the conduct of its activities and the accomplishment of its purposes, the corporation shall have, shall enjoy, and may exercise, to their fullest extent, all powers which nonprofit corporations are permitted by law to have and to enjoy; PROVIDED HOWEVER, that:

a. The property of the corporation is irrevocably dedicated to religious purposes, and no part of the income or assets of the corporation shall ever inure to the benefit of any private party or individual;

b. No substantial part of the activities of the corporation shall be devoted to attempts to influence legislation, by propaganda or otherwise, and the corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office;

c. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or successor statutes of similar import (hereinafter the "Code");

d. The corporation shall not carry on any activities not permitted to be carried on by an organization described in Section 170(c)(2), contributions to which are deductible under Code Section 170(a), or successor statutes of similar import;

e. The corporation shall not carry on any activities not permitted to be carried on by an organization described in Code Section 509(a)(3); and

f. The corporation shall never be controlled, directly or indirectly, by one or more disqualified persons with respect to the corporation (as defined in Code section 4946) other than foundation managers.

#### ARTICLE FIVE

##### Number of Directors of the Corporation

The number of the corporation's Directors may not be increased above five (5) or decreased below three (3) with the exact number of directors to be fixed, within the limits specified, by resolution of the Sole Member.

#### ARTICLE SIX

##### Sole Member

In accordance with this corporation's status as an integrated auxiliary of Church of Scientology International, Church of Scientology International shall be the Sole Member of this corporation.

ARTICLE . SEVEN  
Disposition of the Corporation's Assets  
Upon Dissolution

Upon the winding up and dissolution of the corporation and after payment or adequate provision is made for its debts and obligations, the corporation's remaining assets shall be distributed to one or more organizations which are described in Code section 501(c)(3) and which are organized and operated exclusively for purposes of the religion of Scientology as founded by L. Ron Hubbard.

ARTICLE EIGHT  
Amendment of the Corporation's  
Articles of Incorporation

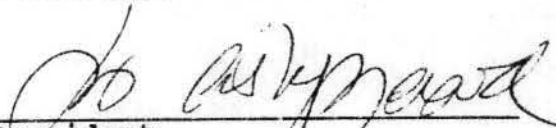
Notwithstanding any provision of the law permitting their amendment upon the affirmative act of less than all of the corporation's incumbent directors, the articles of incorporation of this corporation may be amended only upon the unanimous vote of the Directors of the corporation then incumbent and the Sole Member.

3. The preceding restatement of the corporation's articles has been approved by all outstanding shares of the corporation.

4. All issued shares of this corporation shall be cancelled upon the filing of these restated Articles, which act has been approved by all outstanding shares of the corporation.

5. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 3 Aug 93

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary