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FILED
00 MAY 25 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA
MAILING ADDRESS:
POST OFFICE BOX 1542
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(904) 264-0155

MASTER OF LAWS
IN TAXATION
ADMITTED TO PRACTICE
IN FLORIDA & TEXAS

NO0000003440

March 30, 2000

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

Re: Filing of Articles of Incorporation and Certificate of Acceptance of Registered Agent
of FAIM, Inc.

100003192051--4
-03/31/00--01080--005
*****70.00 *****70.00

Greetings:

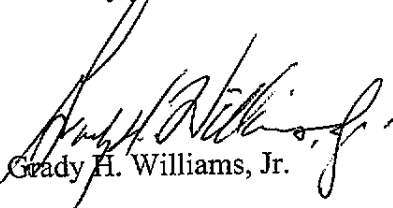
Enclosed please find one original counterpart and one photocopy of the Articles of Incorporation and Certificate of Acceptance of Registered Agent of FAIM, Inc., together with my check in the amount of \$70.00 to cover the filing fees.

Please file the original Articles of Incorporation and Certificate of Acceptance of Registered Agent for this Florida corporation and, if possible, return the photocopy "date stamped" copy to me. I am not requesting that a certified copy of the filed articles of incorporation be returned to me at this time.

Should you have any questions concerning this matter, please call me.

Thank you for your assistance.

Sincerely yours,


Grady H. Williams, Jr.

cc: Client

S. Thompson MAY 26 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2000

GRADY H. WILLIAMS, JR., ESQ.
P.O. BOX 1542
ORANGE PARK, FL 32067-1542

SUBJECT: FAIM, INC.
Ref. Number: W00000009003

We have received your document for FAIM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 100A00018498

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
STATE OF FLORIDA ASSOCIATION OF INSTRUCTIONAL MATERIALS, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

This is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as amended.

ARTICLE I

Name

The name of this corporation is STATE OF FLORIDA ASSOCIATION OF INSTRUCTIONAL MATERIALS, INC.

ARTICLE II

Initial Principal Office

The initial principal office of this corporation is 8263 Weybridge Drive, Jacksonville, FL 32244, and its mailing address is the same.

ARTICLE III

Duration

The corporation is to commence its corporate existence effective upon the date of its filing. This corporation shall exist perpetually.

ARTICLE IV

Purpose

This corporation is organized exclusively as a business league, to serve as a nonprofit, cooperative, voluntarily-joined trade association of business competitors who market and distribute educational and instructional products to public and private schools and educational facilities in the State of Florida, and is designed to assist its members and its industry in dealing with mutual business problems, to promote the general welfare and prosperity of its industry, to promote and establish uniform standards of business practices and ethics that will benefit the industry as a whole, to develop and foster the professionalism and integrity of the industry, to actively provide and support programs

and services to the entire industry, and to engage in other lawful industry-related activities permitted of a an organization that qualifies as an exempt organization under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This corporation shall seek to fulfill its purpose by specifically undertaking and engaging in the following actions and activities:

A. This corporation shall maintain a website as resource for the collective benefit of industry customers and consumers, and by members of the corporation, to identify available products and members of the corporation who can supply needed products, and to identify industry resources and upcoming events in which the corporation will participate or otherwise host exhibits for industry products by members and non-members of the corporation.

B. This corporation also shall host exhibits at regularly scheduled conferences and meetings of public and private school educators to promote industry awareness and to allow identification of individual industry products and representatives to educators.

C. This corporation also shall promote a positive relationship between the representatives of educational and instructional products industry and public and private school educators, and the owners, operators and curriculum directors of other educational facilities.

ARTICLE V

Initial Registered Agent and Office

The name and address of the initial registered agent and the street address of the initial registered office of this corporation is:

Grady H. Williams, Jr., LL.M.
Attorney at Law
1279 Kingsley Avenue, Ste. 117
Orange Park, FL 32073

ARTICLE VI

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) nor more than seven (7) persons. The number of directors of this corporation and their manner of election shall be as designated in the Bylaws of this corporation.

B. The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL RIOUX	8263 Weybridge Drive Jacksonville, FL 32244
JERRY RUTIER	2100 Gulfview Blvd. Dunedin, FL 34698
PATRICIA V. RIOUX	8263 Weybridge Drive Jacksonville, FL 32244
ANN DEE GRUBER	P.O. Box 8422 Coral Springs, FL 33705

C. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time.

ARTICLE VII

Bylaws

The Board of Directors of this corporation shall adopt Bylaws not inconsistent with these articles of incorporation for the conduct of the corporation's business and the carrying out of its purposes.

ARTICLE VIII

Members

Membership, dues and privileges shall be as provided for in the Bylaws of this corporation.

ARTICLE IX

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. Notwithstanding any other provision of these article, this corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to the purposes set out in Article IV hereof, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or to the benefit of any private individual.

ARTICLE XI

Distribution of Assets

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in

which the principal office of the corporation is then located, exclusively for such purposes of to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

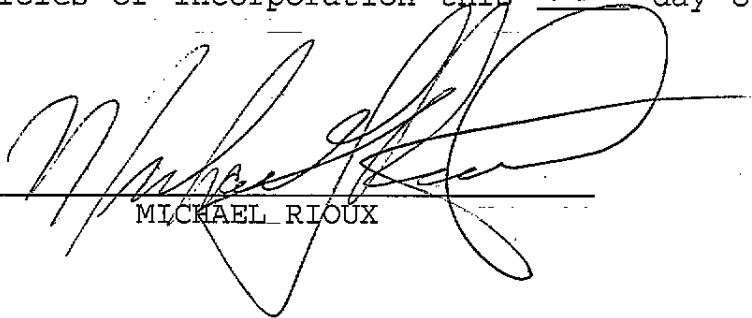
ARTICLE XII

Incorporator

The name and address of the person signing these articles is:

MICHAEL RIOUX
8263 Weybridge Drive
Jacksonville, FL 32244

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of May, 2000.



MICHAEL RIOUX

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

STATE OF FLORIDA ASSOCIATION OF INSTRUCTIONAL MATERIALS, 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 Duval, State of Florida, has named as its agent to accept service of process within this State:

Grady H. Williams, Jr., LL.M.
Attorney at Law
1279 Kingsley Avenue, Ste. 117
Orange Park, FL 32073

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.

Grady H. Williams, Jr.

Grady H. Williams, Jr., LL.M.
Attorney at Law

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above personally appeared Grady H. Williams, Jr., LL.M., Attorney at Law, who is personally known to me, who executed the foregoing Certificate of Acceptance of Registered Agent, and he acknowledged before me that he executed the Certificate of Acceptance of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18th day of May, 2000.

Kathleen M. Ward

Notary Public

My Commission Expires:

