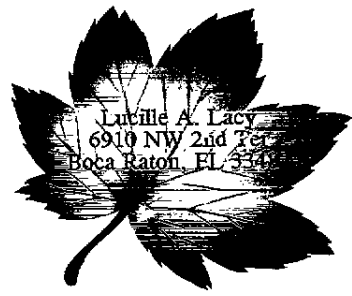


N99000000104

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 AM 10:52



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Office Use Only

IDENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. Sacramento Brain Trust Incorporated
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Examiner's Initials _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 7, 1999

LUCILLE A LACY
6910 NW 2ND TERR
BOCA RATON, FL 33487

SUBJECT: SACRAMENTO BRAIN TRUST INCORPORATED

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N99000000104 with the original file date of October 1, 1998.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter number: 099A00000797



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 22, 1998

WILLIAM R. LACY
6910 NW 2ND TERRACE
BOCA RATON, FL 33487

SUBJECT: SACRAMENTO BRAIN TRUST INCORPORATED
Ref. Number: W98000021716

We have received your document for SACRAMENTO BRAIN TRUST INCORPORATED, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 698A00047860

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SECRETARY OF CORPORATIONS
98 OCT - 1 AM 10: 52

ARTICLES OF INCORPORATION
FOR
SACRAMENTO BRAIN TRUST INCORPORATED

The undersigned, acting as Incorporator(s) of a Corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The Name of the Corporation shall be: **SACRAMENTO BRAIN TRUST INCORPORATED.**

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal place of business and the mailing address of this Corporation shall be:

6910 N.W. 2nd. Terrace, Boca Raton, Florida 33487

ARTICLE III PURPOSE(S)

The Purpose(s) for which the Corporation is organized is (are):

To operate Educational Radio, Television, Cable, Satellite and Internet Broadcast Stations and other Educational mediums.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS / VOTING RIGHTS:

The Manner in which the Directors are elected or appointed is by a majority vote of the Directors. The only voting rights belong to the Directors.

ARTICLE V LIMITATION OF CORPORATE POWERS

The Corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

William R. Lacy
6910 N.W. 2nd. Terrace, Boca Raton, Florida 33487

ARTICLE VII INITIAL DIRECTORS AND OFFICERS

The names and addresses of the Initial Board of Directors and Officers for these Articles of Incorporation are:

William R. Lacy, President
6910 NW 2nd. Terrace, Boca Raton, Florida 33487

Dan Lacy III, Vice President
2110 Goldcamp Rd., Colorado Springs, Colorado 80906

Lucille A. Lacy, Secretary
6910 NW 2nd. Terrace, Boca Raton, Florida 33487

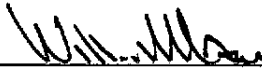
ARTICLE VIII INCORPORATORS

The name and street address of the Incorporator for these Articles of Incorporation is:

William R. Lacy
6910 N.W. 2nd, Terrace, Boca Raton, Florida 33487

The undersigned Incorporator has executed these Articles of Incorporation this 7th day of September 1998.

Signature of the Incorporator:



William R. Lacy

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in Designating the Registered Office/Registered Agent, in the State of Florida.

1. The Name of the Corporation is: SACRAMENTO BRAIN TRUST INCORPORATED.

2. The Name and address of the Registered Agent and Office is:

William R. Lacy

6910 N.W. 2nd. Terrace, Boca Raton, Florida 33487

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Date: 9/21/98 _____