



LAW OFFICES

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March 28, 2001

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Incorporation of browncow.net, Inc.

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Incorporation, along with a check in the amount of \$78.75 for filing the Designation of Registered Agent and certified copy fee for the above-referenced entity. Please return the Certificate of Incorporation and certified copy of the Articles of Incorporation to this office at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,

Carl A. Cascio

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-04/02/01--01122--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CAC/gk  
Enclosure

cc: Denise McDermott-Pico

FILED  
01 APR -2 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB4-5

**ARTICLES OF INCORPORATION  
OF  
browncow.net, Inc.**

FILED  
01 APR -2 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this Corporation is **browncow.net, Inc.**

**ARTICLE II  
DURATION**

This Corporation shall have perpetual existence. The effective date of this Corporation shall be the date of filing of these Articles.

**ARTICLE III  
PURPOSE**

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which profit corporations may be incorporated under the Florida General Corporation Act. No other purpose limits the general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To provide the online sale of educational and instructional materials.

**ARTICLE IV  
SHARES**

The aggregate number of shares which the Corporation is authorized to issue is one hundred (100) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address of the Corporation is c/o Denise McDermott-Pico, 3910 Max Place, #103, Boynton Beach, Florida 33436. The street address of its initial Registered Office is 3910 Max

Place, #103, Boynton Beach, Florida 33436, and the name of its initial Registered Agent at such address is Denise McDermott-Pico.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

| <u>Name</u>           | <u>Address</u>                                     |
|-----------------------|--|
| Denise McDermott-Pico | 3910 Max Place, #103, Boynton Beach, Florida 33436 |

**ARTICLE VII**  
**INCORPORATORS**

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

| <u>Name</u>           | <u>Address</u>                                     |
|-----------------------|--|
| Denise McDermott-Pico | 3910 Max Place, #103, Boynton Beach, Florida 33436 |

**ARTICLE XIII**  
**INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

**ARTICLE IX**  
**INITIAL OFFICERS**

The names, offices and street addresses of the first officers of this Corporation, who shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

NAME

OFFICE

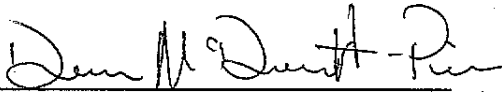
ADDRESS

Denise McDermott-Pico

President

3910 Max Place, #103, Boynton Beach, Florida 33436

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this  
28<sup>th</sup> day of March, 2001.

A handwritten signature in cursive script, appearing to read "Denise McDermott-Pico", written over a horizontal line.

Denise McDermott-Pico, President

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

  
Denise McDermott-Pico, Registered Agent

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01 APR -2 AM 8:55  
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TALLAHASSEE, FLORIDA