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PICK-UP WAIT MAIL

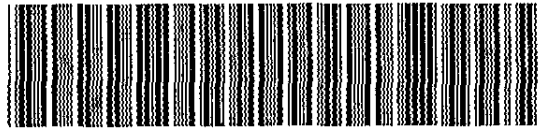
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2004 JUL 23 PM 2:07
CLERK OF STATE
TALLAHASSEE FLORIDA

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TRANSMITTAL LETTER

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

2004 JUL 23 PM 2:07

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

SUBJECT: DYNAMIC SEMINAR GROUP, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: E. Stephen May Paralegal
Name (Printed or typed)

c/o Greenspoon, Marder, et al.
100 West Cypress Creek Road, Suite 700
Address

Fort Lauderdale, FL 33309
City, State & Zip

7770491-1120 (X-1038)
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
DYNAMIC SEMINAR GROUP, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be:

DYNAMIC SEMINAR GROUP, INC.

ARTICLE II
TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III
PURPOSE

This Corporation is organized for the general purpose of conducting motivational seminars and transacting any or all other lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 10,000
Par Value Per Share: \$1.00

Prepared by:
Seth A. Marmor, Esquire
Florida Bar No. 337099
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309
(888) 491-1120

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

11922 Waterwood Drive
Boca Raton, FL 33428-1026

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: BARRY R. EPSTEIN.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) person or more than ten (10) persons.. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial directors and officers who are to conduct the affairs of this Corporation until the first meeting and election and qualification of their successors:

<u>NAME</u>	<u>ADDRESS</u>	<u>CAPACITY</u>
JAY BERKOWITZ	11922 Waterwood Drive Boca Raton, FL 33428-1026	Director President CEO
BARRY R. EPSTEIN	11922 Waterwood Drive Boca Raton, FL 33428-1026	Director Chairman

ARTICLES VIII
INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
BARRY R. EPSTEIN	11922 Waterwood Drive Boca Raton, FL 33428-1026

ARTICLE IX
CORPORATE ADDRESS

The street address of the initial principal office of the Corporation shall be:

11922 Waterwood Drive
Boca Raton, FL 33428-1026

ARTICLE X
MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.
2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not

alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

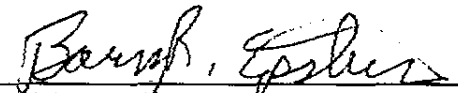
6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 14 day of July, 2004.



BARRY R. EPSTEIN - Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



BARRY R. EPSTEIN - Registered Agent

July 14, 2004

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2004 JUL 23 PM 2:07
STATE OF FLORIDA
TALLAHASSEE