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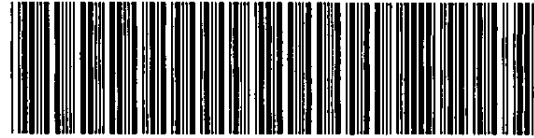
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WM-49687



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
17 JUN 28 PM 2:43
DIVISION OF CORPORATIONS
BUREAU OF COMMERCIAL
INFORMATION SERVICES

June 14, 2017

BERNARD TIMOTHY LONG
P.O. BOX 520778
LONGWOOD, FL 32752

SUBJECT: TIMBERWOLF INTERNATIONAL ASSOCIATION OF
PROFESSIONAL ENTREPRENEURS, INC.
Ref. Number: W17000049687

We have received your document for TIMBERWOLF INTERNATIONAL ASSOCIATION OF PROFESSIONAL ENTREPRENEURS, INC. and your check(s) totaling \$102.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return 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) 245-6052.

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 217A00012009

I HAVE ENCLOSED THE \$1.00
FOR THE ADDITIONAL PAGE

Thank You

17 JUN 28 PM 2:43

COVER LETTER

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

SUBJECT: TIMBERWOLF INTERNATIONAL ASSOCIATION OF
PROFESSIONAL ENTREPRENEURS, 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:

BERNARD TIMOTHY LONG
Name (Printed or typed)

P. O. Box 520778
Address

LONGWOOD, FLORIDA 32752
City, State & Zip

407-599-1706
Daytime Telephone number

btlong-cpa@yahoo.com
E-mail address: (to be used for future annual report notification)

TOTAL PAGES - 31
PAGE OVER 8 7
24

FILE:
\$24.00
78.75
\$102.75

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

ARTICLES OF INCORPORATION

OF

TIMBERWOLF INTERNATIONAL ASSOCIATION OF PROFESSIONAL ENTREPRENEURS, INC.

***Professional Business Individuals Helping Others Achieve Full-Positional Economic
Growth And Success Regardless Of Any Financial Or Other Difficulties Or Obstacles
Preventing Such Growth.***

***Certified Public Accountants, Certified Fraud Examiners, Certified Forensic Accountants, Tax Experts,
Corporation Operations Managers, Real Estate Experts, And All Other Business and Restructuring
Financial Experts Working Together As One***

Article of Incorporation of the undersigned, all whom are being of all legal age and citizens of the United States, and acting as incorporators and desiring to form a For Profit Corporation under the Non-Profit Corporation Law and in compliance with Chapter 607 Business Organization, Florida Business Corporation Act of Florida State Law do hereby certify:

Article One	Name Of Corporation	(2)	
Article Two	Principal Office And Mailing Address Of Corporation	(2)	
Article Three	Principal Office And Mailing Address Or Registered Agent	(2)	
Article Four	Powers	(2)	
Article Five	Corporate Existence	(11)	
Article Six	Capital Stock	(11)	
Article Seven	Regulation Of Certain Rights	(18)	
Article Eight	Stock Repurchases From Certain Shareholders	(23)	
Article Nine	Number Of Directors	(24)	
Article Ten	Initial Officer/Shareholders	(24)	
Article Eleven	Amendment Of Articles		(25)
Article Twelve	Amendment Of Bylaws Of The Corporation	(25)	
Article Thirteen	Indemnification Of Officers/Shareholders	(25)	
Article Fourteen	Severability	(27)	
Article Fifteen	Entire Articles	(27)	
Article Sixteen	Successors And Assigns	(27)	
Article Seventeen	Counterparts	(27)	
Article Eighteen	Remedies	(28)	
Article Nineteen	Amendment And Waiver	(28)	
Article Twenty	Termination	(28)	
Article Twenty-One	Governing Law	(28)	
Article Twenty-Two	Calculation Of Fully Diluted Equity	(28)	

17 JUN 20 03 04 43

Article Twenty-Three	Board Action Without A Meeting	(28)
Article Twenty-Four	Cumulative Voting	(29)
Article Twenty-Five	Preferential Rights	(29)
Article Twenty-Six	Name And Address Of The Shareholders	(30)
Articles Twenty-Seven	Name And Address Of The Incorporator	(30)
Designation Of And Acceptance By Registered Agent		(31)

ARTICLE ONE
NAME OF CORPORATION

The name of the Corporation shall be:

Timberwolf International Association Of Professional Entrepreneurs, Inc.

(hereinafter called the Corporation)

ARTICLE TWO
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The principal place of business of the Corporation is:

895 Franklin Street
Altamonte Springs, Florida 32701

The principal mailing address of the Corporation is:

Post Office Box 520778
Longwood, Florida 32752-0778

The Corporation may, from time to time, in the manner provided by law, change the registered agent and the registered office within the State of Florida. The Corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Florida..

ARTICLE THREE
PRINCIPAL OFFICE AND MAILING ADDRESS OF REGISTERED AGENT

The name of the initial registered agent and the street address of the initial registered office in the State of Florida where process may be served upon the corporation is Bernard T. Long and The Corporation's current address.

The principal place of business of the Registered Agent's is:

895 Franklin Street
Altamonte Springs, Florida 32701

The principal mailing address of the Statutory Registered Agent's office in the State of Florida is:

Post Office Box 520778
Longwood, Florida 32752-0778

The Corporation may, from time to time, in the manner provided by law, change the registered agent and the registered agent's office within the State of Florida. The Corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Florida.

ARTICLE FOUR
POWERS

The purpose of the Company shall be to engage in the following business activities:

To engage into any business lawful under the laws of the state of Florida, either for its own account, or for the account of others, as agent, and either as agent or principal, to enter upon or engage in any business of any nature whatsoever, in which corporations organized under the general corporation laws of Florida may engage; and to the extent not prohibited thereby, to enter upon and engage in any kind of business of any kind of business of any nature whatsoever in any other state of the United States of America, and foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory or for the account of others, as agent, and either as agent or principal, to enter upon or engage in any business of any nature whatsoever, in which corporations organized under the general corporation laws of Florida may engage; and to the extent not prohibited thereby, to enter upon and engage in any kind of business of any kind of business of any nature whatsoever in any other state of the United States of America, and foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory.

The members of the corporation are pro-active and result oriented with broad and established hands-on experience in all core corporate financial and reporting functions. Possessing exceptional strengths in administration and systems development with strong technical analysis, organizational and problem solving skills, able to develop and implement various strategic plans to assure company growth. Solid planning and organizational skills in coordinating all aspects of each project from inception through completion. Sees the big picture and plans appropriate strategies to achieve results. Well disciplined with proven ability to manage multiple assignments under extreme pressure while meeting the deadlines schedules. Strong team builder and facilitator, fosters an atmosphere that encourage highly talent accounting professionals and others to high level skills with maximum production. Ascertain needs and goals, streamlines existing operations, turns around unprofitable functions, envisions new concepts and future trends and follows thru with development, direction and accomplishment. Effective communicate, direction, commits people to action, and conveys complex information into easily understood formats. Proven ability to work independently as well as a team member. Exercise a high degree of discretion, mature judgment and tact in handling issues of sensitive nature.

In furtherance and not in limitation of the general powers conferred by the laws of the United States of America and the State of Florida, it is expressly provided that the purpose for which the Corporation is to be formed are to do any and all things hereinafter set forth to be the same extent as a natural persons might or could do in any part of the world, namely:

To perform in the following areas: *(both profitable and non-profit organizations).*

1. Successful Turn-Around Specialists (Proven Problem Solver(s)) Turning Bankrupt Companies Into Successful And Profitable Entities.
2. Responsible For All Accounting, Financial, And Operations Activates Including International Operation(s).
3. Forensic And Fraud Investigation Including Criminal Activity.
4. Preparation Of Business Plans To Obtain Financing And Planning.
5. Start Up Of Various Companies Including Subsidiaries.
6. Complex Business & Tax Issues (Including Defeating Claims By Establishing Successful Defenses (Experience in defeating THE Criminal Investigation Department Of The IRS From Activity).
7. International, United States, Multi-state & Local Tax including GAAP, Tax Compliance and Government.
8. Required Tax Compliance, Audit & Controversy/Litigation.
9. Providing related forensic accounting & transactional services, utilizing computer software, legal research, accounting principles (GAAP) and tax skills, solving complex problems effectively, efficiently and creatively, and saving companies millions of dollars.
10. Using analytical skills, forensic accounting techniques and legal principles in defending challenges from the IRS & state taxing authorities on various types of taxes saving companies millions of dollars, occasionally in a single case and/or occasionally with 100% concession.
11. Consolidated Financial Statements
12. Risk Management.

13. Loss Prevention, Safety And Training Procedures.
14. Internal And External Audit Controls.
15. Tax Compliance And Research.
16. Assets Recovery.
17. Financial And Strategic Planning.
18. Budget Development And Management.
19. Accounting And Financial Operations.
20. Crisis Management.
21. Staff Management And Development.
22. Mergers And Acquisition Negotiations.
23. Operating And Working Capital.
24. Builds Strategic Alliance And Relationships.
25. Ability To Maximize Current Resources.
26. Flexibility To Operate In Diverse Business Environments.
27. Auditing And Compliance.
28. Cash Flow Environments.
29. Business Ventures.
30. Experience In Legal Procedures For Trial.
31. Examine records for fraud.
32. Interview suspects.
33. Write reports.
34. Present investigation findings.
35. Testify in court.
36. Conduct background checks.
37. Investigate employee theft.
38. Forensic accounting.
39. Data recovery.
40. Conflict of interest investigations.
41. Insurance claim investigations.
42. Financial statement analysis.
43. Business valuation.
44. Calculate damages.
45. Litigation support .
46. Corporate investigations.
47. Locate hidden assets.
48. Reconstruct accounting records.
49. Computer forensics.
50. Transaction analysis.
51. Review of financial statements.
52. Litigation support.

Has "Can Do Attitude", firmly believing any problem can be solved quickly and inexpensively by sub diving into simpler parts.

Management Philosophy "Firm But Fair".

And the lists could go on.

1. Consultation services regarding general business management and initial public offerings of shares;
2. Acquisition, holding and investment regarding securities;
3. Investment and management regarding the property of investment partnerships;
4. Offering and sale of interests in property of investment partnerships, and handling thereof;
5. Intermediary activities in connection with business transfers, sale and purchase of assets, capital participations, business alliances and mergers by companies;
6. Intermediary, brokerage and agent business for sale and purchase, etc. of securities;
7. Undertakings of appraisal and calculation, and investigations of credit standing in relation to investments or financing;
8. Sale and purchase of securities, etc. (including sale and purchase of securities, securities index futures, trading of securities options and trading of overseas market securities futures);
9. Credit-giving activities, such as financing, guarantees, and purchases of receivables, and intermediary activities

therefore;

10. Financial services;
11. Management consultancy services for various relevant companies;
12. Agency activities for non-life insurance and solicitation activities relating to life insurance;
13. Fee-charging employment placement business;
14. Worker Dispatching Undertakings;
15. Advertising business;
16. Information providing business and information processing business;
17. Sale and purchase, exchange, and borrowing and lending of real estate and intermediary activities therefore; and owning, administration and utilization of real estate;
18. Development and maintenance of systems concerning online financial business;
19. Mail order sales and intermediary activities for the provision of information;
20. Marketing research, and the collection and analysis of various information;
21. Planning, sale and purchase of information media for advertisements, and advertising agency business;
22. Development, design, manufacture, rental, lease, sale, import and export of computers, and peripheral devices and software therefore;
23. Production, publication and sale of various printed materials;
24. Building lots and buildings transaction business pursuant to the Building Lots and Buildings Transaction Business Act;
- Owning, sale, purchase and undertakings of administration in relation to real estate, and real estate appraisal business;
26. Real estate-related consultancy business;
27. Research, planning, design, supervising and business plan preparation for real estate and construction projects; management concerning business operation; and consulting, contracting for work and undertakings therefore;
28. Land development and creation;
29. Building lot creation and allotment sale;
30. Building lot development and creation business;
31. Building design and supervising business;
32. Surveying business;
33. Investment business pursuant to the Real Estate Specified Joint Enterprise Act;
34. Services of scrutiny, market research, material collection and provision of investment information regarding real estate and receivables secured by real estate, etc.;
35. Undertaking of administration work for receivables;
36. Investment business;
37. General lease business;
38. Testing, and educational and training business regarding personnel development;
39. Contracts for work of business processing, accounting processing, processing by electronic computer and various other industrial business processing;
40. Currency exchange business;
41. Internet-facilitated information providing services regarding housing loans and automobile loans, etc.;
42. Internet-facilitated information search services regarding housing loans and automobile loans, etc.;
43. Internet-facilitated acceptance of applications and brokerage services for contracts, and consulting services regarding housing loans and automobile loans, etc.;
44. Document preparation business;
45. Document delivery business;
46. Services of providing computer systems to service providers who provide functions for application programs over the Internet;
47. Services of providing functions for computer programs over the Internet;
48. Development and sale of Internet-facilitated information systems;
49. Calculation business;
50. Sale and purchase of, and intermediary and management activities for, various memberships of golf clubs, gyms and resort condominiums, etc., discount coupons, air tickets, boarding tickets, and concerts and other entertainment tickets; and the issue and sale of prepaid cards;
51. Collection, processing and sale of information; 52. Development, operation, sale and management of information and telecommunication instruments and system software, and intermediary activities therefore;

53. Research and planning for investment in shares, bonds and industrial development business;
54. Intermediary activities concerning domestic and overseas investment;
55. Consulting on (i) clerical mechanization and management rationalization, and (ii) efficient utilization of real estate;
56. Sale and purchase, commissioned sale, import and export of antiques;
57. Call center operation;
58. Collection, planning and sale of merchandising-related information and materials;
59. Bank agency service;
60. Travel business;
61. Undertaking (i) the holding of international and domestic conferences, and (ii) the planning, preparation and operation of various other events;
62. Holding of seminars and consultancy business regarding travel, tourism and culture;
63. Sale and brokerage of goods regarding travel; 64. Management of hotels, Japanese-style hotels, eating facilities, cafés and tourist facilities;
65. Planning, preparation and consultancy business related to the development of tourist sites;
66. Financial instruments business, and financial instruments business, investment management business, investment advisory and agency business, and financial instruments intermediary service;
67. Other than the businesses described in the preceding paragraph, OTHER businesses that may be legally conducted in any state and/or country;
68. Telecommunications business under the Telecommunications Business Law;
69. Control and management of business activities of companies engaged in the following businesses and foreign companies engaged in equivalent businesses, through the acquisition or holding of their shares or interests:
 - (1) Intermediary activities in connection with business transfers, sale and purchase of assets, capital participations, business alliances and mergers by companies;
 - (2) Consultation services regarding general business management;
 - (3) Acquisition, holding, sale and purchase, investment and management regarding securities;
 - (4) Investment and management regarding the property of investment partnerships;
 - (5) Offering and sale of interests in property of investment partnerships, and handling thereof;
 - (6) Credit-giving activities, such as financing, guarantees, and purchases of receivables, and intermediary activities therefore;
 - (7) Accepting deposits or installment savings, making loans or discounting bills, and exchange transactions;
 - (8) Businesses incidental to the banking business in the preceding item such as guarantee of debts or acceptance of bills;
 - (9) Underwriting, dealing in public offering or secondary distribution, dealing in private placement, sale and purchase, and other businesses regarding securities such as national government bonds, municipal bonds, or government guaranteed bonds;
 - (10) Businesses that may be conducted by banks under the Banking Act, the Secured Bonds Trust Act or any other laws;
 - (11) Agency activities for non-life insurance and solicitation activities relating to life insurance;
 - (12) Type I financial instruments business, type II financial instruments business, investment management business, investment advisory and agency business, and financial instruments intermediary service set out in the Financial Instruments and Exchange Act;
 - (13) Other than the businesses described in the preceding item, businesses that may be legally conducted under within any state and/or country under the laws of such state and /or country;
 - (14) Sale and purchase of, undertakings of sale and purchase transaction for, and brokerage activities regarding listed products on markets established by exchanges to which the Commodity Exchange Act applies;
 - (15) Sale and purchase of, undertakings of sale and purchase transaction for, and brokerage, agent and intermediary activities relating to listed products on commodity markets established by overseas commodity exchanges;
 - (16) Sale and purchase, import, and export of mineral resources such as precious metals, nonferrous metals and rare metals, and energy resources such as oil and natural gases, and raw materials such as farm products, livestock products, marine products, sugar, crude rubber and synthetic rubber, and brokerage, intermediacy and agent activities therefore;
 - (17) Undertaking of clerical work regarding the lending of money and housing loans, and guarantee of debt;
 - (18) Owning, utilization, administration, lease, sale and purchase, exchange, intermediary activities and appraisal in relation to real estate, and undertakings thereof;
 - (19) Business regarding real estate specified joint enterprise;

- (20) Creation, reclamation and dredging of land;
- (21) Designing, supervising, contracts for work, consulting and implementation of construction activities for civil engineering, building, interior decoration and landscaping, etc.;
- (22) Exhibition of model houses;
- (23) Planning, operation and undertaking of preparation of events, conferences and seminars;
- (24) Management of hotels, United States-style hotels, restaurants and cafés, and the owning, management, operation, and borrowing and lending of amusement facilities such as sporting facilities and recreation halls, etc.;
- (25) Sale and purchase of, undertakings of sale and purchase for, and intermediary activities for memberships regarding the use of hotels and sporting facilities, golf course memberships, and resort condominium memberships;
- (26) Information providing business and information processing business;
- (27) Marketing research, the collection and analysis of various information, and undertaking of calculation;
- (28) Undertaking of the reception and transmission of telephone signals;
- (29) Development, design, manufacture, sale, import and export of computers, and peripheral devices and software therefore; and provision of services and consultation on their utilization;
- (30) Undertaking public relations and information releases for company activities, and planning and preparation for internet websites;
- (31) Planning, sale and purchase of information media for advertisements, and advertising agency business;
- (32) Production, publication and sale of various printed materials;
- (33) Translation business;
- (34) Worker dispatching undertakings;
- (35) Mail order sales;
- (36) Sale of daily necessities and miscellaneous goods, furniture, sports goods and gardening goods;
- (37) Sale of cigarettes, revenue stamps, stamps, foods, liquor and soft drinks;
- (38) Planning, production, operation and undertaking of various events;
- (39) Sale and purchase, commissioned sale, import and export of antiques;
- (40) Management, collection, and purchase of specified monetary claims;
- (41) Factoring services for non-specified monetary claims;
- (42) Money collection service;
- (43) Clerical work of the companies such as the companies that are engaged in purchasing of receivables;
- (44) Research, planning, design, supervising and business plan preparation for real estate and construction projects; management concerning business operation; and consulting, contracting for work and undertakings therefore;
- (45) Civil engineering and construction work business;
- (46) Land development and creation;
- (47) Building lot creation and allotment sale;
- (48) Building lot development and allotment sale;
- (49) Building design and supervising business;
- (50) Surveying business; (51) Services of scrutiny, market research, material collection and provision of investment information regarding real estate and receivables secured by real estate, etc.;
- (52) Production and distribution business of audio, video and films;
- (53) Planning and production of musical recordings; acquisition, transfer, lending, management and development of methods for utilization of property rights such as musical copyrights; and the planning and production of films;
- (54) Internet service provider business;
- (55) Product development, manufacture, wholesale, sale, import and export of health appliances, beauty equipment and athletic equipment, etc.;
- (56) Research and development, manufacture, wholesale, sale, import and export of cosmetics, perfume, soap, hair-growth medicine, shampoo, conditioner and nutritional supplements; (57) Processing, wholesale, sale, import and export of gems and precious metal products;
- (58) Planning, development, manufacture, wholesale, sale, import and export of toys, dolls, stationery, clothing, fashion goods, textile products for clothing, key chains, musical instruments, stuffed animals, convenience goods, tableware and pottery;
- (59) Product planning for and manufacture of women's wear, men's wear, children's wear and bags;
- (60) Planning and operation of gyms, esthetic salons and hair salons;
- (61) Beauty consulting business;
- (62) Planning, development and sale of bags and bag-like goods;
- (63) Planning, development and sale of food and beverages such as snacks and soft drinks;

- (64) Internet-facilitated information providing services regarding housing loans and automobile loans, etc.;
- (65) Internet-facilitated information search services regarding housing loans and automobile loans, etc.;
- (66) Internet-facilitated acceptance of applications and brokerage services for contracts, and consulting services regarding housing loans and automobile loans, etc.;
- (67) Document preparation business;
- (68) Document delivery business;
- (69) Currency exchange business;
- (70) Intermediary activities concerning domestic and overseas investment;
- (71) Services of providing computer systems to service providers who provide functions for application programs over the Internet;
- (72) Services of providing functions for computer programs over the Internet;
- (73) Development and sale of Internet-facilitated information systems;
- (74) Advancing housing loans and related intermediary activities;
- (75) Credit card business;
- (76) Financial services;
- (77) Credit investigation business;
- (78) Calculation work;
- (79) General lease business and agent business therefore;
- (80) Record keeping for account receivables and bills;
- (81) Sale and purchase of an intermediary and management activities for various memberships of golf clubs, gyms and resort condominiums, etc., discount coupons, air tickets, boarding tickets, and concerts and other entertainment tickets; and the issue and sale of prepaid cards;
- (82) Collection, processing and sale of information;
- (83) Development, operation, sale and management of information and telecommunication instruments and system software, and intermediary activities therefore;
- (84) Undertakings of appraisal and calculation, and investigations of credit standing in relation to investments or financing;
- (85) Research and planning for investment in shares, bonds and industrial development business;
- (86) Consulting on (i) clerical mechanization and management rationalization, and (ii) efficient utilization of real estate;
- (87) Call center operation;
- (88) Collection, planning and sale of merchandising-related information and materials;
- (89) Acquisition, planning and development of methods for utilization, preservation, use and disposition of intellectual property rights such as copyrights and patent rights, know-how, system technology and other software, and brokerage therefore;
- (90) Movables-related lease business;
- (91) Planning, operation and holding of events;
- (92) Bank agency service;
- (93) Non-life insurance business;
- (94) Life insurance business;
- (95) Businesses incidental to the preceding two items such as agency activities regarding service or clerical work, related to the insurance business of other insurance companies (including foreign insurers) or guarantee of debts;
- (96) Other than the preceding three items, businesses which a non-life insurance company or a life insurance company may conduct under the Insurance Business Act or other related laws;
- (97) Consulting on, and implementation of, lectures and seminars related to management, international affairs, economy, politics and social issues;
- (98) Distribution services for providing information related to management, international affairs, economy, politics and social issues;
- (99) Undertakings of training for cultivation of human resources;
- (100) Lectures on business administration, economics, human studies, accounting and other studies over the Internet and intra-company information systems, and attendance management, curriculum management, implementation of exams and performance management for the students;
- (101) Planning and operation of events, lectures, study sessions, exams and other events;
- (102) Implementation of training aiming at the development of professional aptitude and ability of human resources;
- (103) Management of schools under the Act on the Special Zones for Structural Reform;
- (104) Conversion of TV programs and know-how regarding education and instruction on business administration,

economics, human studies, accounting and other studies into media such as video tapes, compact discs, mini discs, digital video discs, books and internet distribution, and sale thereof;

(105) Planning, creation, sale and operation of internet distribution and intra-company information systems;

(106) Planning and sale of know-how regarding education and instruction on business administration, economics, human studies, accounting and other studies;

(107) Giving advice, instruction and support on the establishment and management of businesses;

(108) Research, development, operation and consulting on lecture systems using a combination of broadcasting and video tapes, compact discs, mini discs, digital video discs, books, internet distribution with the Internet;

(109) Research, development, operation and consulting on lecture systems using a combination of communication networks with face-to-face collective education;

(110) Broadcast programming business under the Broadcasting Act;

(111) Planning, creation and sale of TV programs;

(112) Lease and management of seminar rooms;

(113) Travel business;

(114) Undertaking of (i) holding of international and domestic conferences, and (ii) planning, preparation and operation of other various events;

(115) Consultancy business related to travel, tourism and culture;

(116) Sale and brokerage of goods regarding travel;

(117) Planning, preparation and consultancy business related to the development of tourist sites;

(118) Research and development, design, manufacture, sale, and import and export of pharmaceuticals, medical machines and devices, and medical tools;

(119) Telecommunications business under the Telecommunications Business Law;

(120) The Corporation shall engage in the business of acquisition, development and operation of lodging facilities, and other related hotel activities, including but not limited to the development of hotel or motel properties. To purchase, rent, manufacture, deal in, sell, operate, let for hire, repair, service whatever is required for the hospitality industry. The hospitality industry is defined as the activity of providing lodging, food and beverage, and recreational services, which include but are not limited to hotels, motels, clubs, casinos, restaurants, recreation facilities, tourism, cruise lines, and theme parks. To enter into a contract renting land, buildings, etc., to another; a contract or instrument conveying property to another for a specified period or for a period determinable at the will of either lessor or lessee in consideration of rent or other compensation. To grant to another by lease the possession of, as of lands, tenements, and hereditaments, to let, to demise, to hold, under a lease or rental agreement of goods and services.

(121) To negotiate for, purchase, sell, hire, exchange, take or grant on building or other lease or agreement for building or other lease or otherwise acquire of deal with real or personal property of all kinds, and in particular, estates, lands, houses, buildings, warehouses, machinery, plant, stores, licenses, concessions, rights of way and right of water, and any rights, easements, privileges or interest which the Directors of the Corporation may consider advisable, and to work, manage, mortgage, lease or otherwise deal with the whole or any part of such property or rights, whether belonging to the Corporation or otherwise, and to erect and construct houses, buildings and works of every description, and to clear, manage, farm, cultivate, plant, work or improve any land or buildings which, or any interest in which, may belong to the Corporation, and to deal with, or otherwise turn to account, any farm or other products of any such land;

and

(122) Any other business activities other than those listed above.

To further accomplish the above, the Corporation will have the power to:

To enter into, make or perform contracts of every kind and description with any person, firm, association or Corporation, municipality, body politic, country, territory, state government or colony or dependency thereof..

To borrow money and incur indebtedness in such amount as may be deemed necessary or proper, to make and issue bonds, notes, and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the corporation; and to secure the payment of such indebtedness by mortgage, deed of trust or deeds of trust upon, or by the pledge of or other lien upon, any or all of the real and/or personal property, rights, privileges, franchises or permits of the corporation, where so ever situated, acquired or to be acquired; provided, however, the corporation may not sell, mortgage, lease or otherwise dispose of or encumber all or any substantial portion of its property unless such sale, mortgage, lease or other disposition or

encumbrance is authorized at a meeting of the members thereof by the affirmative vote of not less than two-thirds of all of the members of the corporation, and unless the notice of such proposed sale, mortgage, lease or other disposition or encumbrance shall have been contained in the notice of the meeting; provided, however, that notwithstanding anything herein contained, the board of directors of the corporation, without authorization mortgage or mortgages or a deed or deeds of trust upon, or the pledging or encumbering of, any or all of the property, assets, rights, privileges, licenses, franchises and permits of the corporation, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefore, all upon such terms and conditions as the board of directors shall determine, to secure any indebtedness of the corporation to the United States of America or any instrumentality or agency thereof; provided further that the board of directors may upon the authorization of a majority of those members of the corporation present at a meeting of the members thereof, sell, lease, or otherwise dispose of all or a substantial portion of its property to another corporation or foreign corporation doing business in this State pursuant to the Act under which this corporation is incorporated, or to a municipality or other body politic or subdivision thereof.

To manufacture, purchase, rent, operate, let for hire, repair, service, to acquire by lease, gift, devise, contract, concession, or otherwise, and to hold, own, develop, explore, exploit, improve, enjoy, control manage, sell, to negotiate for, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber, turn to account, mortgage, grant, sell, exchange, convey or otherwise dispose of, wherever situated, improve or unimproved real and personal properties and buildings of every class and description. To negotiate for, purchase, sell, hire, exchange, take or grant on building or other lease or agreement for building or other lease or otherwise acquire or deal with real or personal property of all kinds, and in particular, estates, lands, houses, buildings, warehouses, machinery, plant, stores, licenses, concessions, rights of way and right of water, and any rights, easements, privileges or interest which the Directors of the Corporation may consider advisable, and to work, manage, mortgage, lease or otherwise deal with the whole or part of such property or rights, whether belonging to the Corporation or otherwise, and to erect and construct houses, buildings and work of every description, and to clear, manage, farm, cultivate, plant, work or improve any land or buildings which, or any interest in which, may belong to the Corporation, and to deal with, or otherwise turn to account, any farm or other products of any such land. To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Florida, and in any part of the world, goods real estate and land, improvements and buildings thereon, including attached items and growing things. It is virtually the same as "real property," except real property includes interests which are not physical such as a right to acquire the property in the future. such as buildings, houses, stationary mobile homes, fences and trees, and all items thereof attached, such as plumbing, heating, and light fixtures, and landscaping, and any and all rights, interests, and benefits inherent in the ownership of real estate. To build various buildings upon the land and develop such land as required and according to the plans of the Corporation. Land, including the surface, whatever is attached to the surface such as buildings or trees, whatever is beneath the surface, such as minerals, and the area above the surface, i.e., the sky. Land, buildings, structures, utilities systems, improvements, and appurtenances thereto includes equipment attached to and made part of buildings and structures. The Corporation shall engage in the business of acquisition, development and operation of lodging facilities, and other related hotel activities, including but not limited to the development of hotel or motel properties. To purchase, rent, manufacture, deal in, sell, operate, let for hire, repair, and service whatever is required for the hospitality industry. The hospitality industry is defined as the activity of providing lodging, food and beverage, and recreational services, which include but are not limited to hotels, motels, clubs, casinos, restaurants, recreation facilities, tourism, cruise lines, and theme parks. To enter into a contract renting land, buildings, etc., to another; a contract or instrument conveying property to another for a specified period or for a period determinable at the will of either lessor or lessee in consideration of rent or other compensation. To grant to another by lease the possession of, as of lands, tenements, and hereditaments, to let, to demise, to hold, under a lease or rental agreement of goods and services.

To do each and everything necessary, suitable and proper for the accomplishment of any one or more of the purposes herein enumerated, or of any of the objects, or the furtherance of any of the powers, hereinabove set forth, either alone or in association with other corporations, firms or individuals, or any other entry as may be necessary, and to every other act or acts, things or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, or which may at the time appear conducive to or expedient for the protection of benefit of this Corporation and to do said acts as fully and to the same extent as natural persons might, or could do in any art of the world as principals, agents, partners, trustees or otherwise, provided the same

not be inconsistent with the laws under which this Corporation is organized.

THE FOREGOING PARAGRAPHS SHALL BE CONSTRUED AS ENUMERATING BOTH OBJECTIVES AND PURPOSES OF THIS CORPORATION; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING ENUMERATION OF SPECIFIC PURPOSES SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE PURPOSES OF THIS CORPORATION OTHERWISE PERMITTED BY LAWS.

ARTICLE FIVE **CORPORATE EXISTENCE**

This Corporation shall have a perpetual existence.

ARTICLE SIX **CAPITAL STOCK**

Section 1. Classes and Number of Shares

(A) The authorized number of shares without par value is four million eight hundred thousand (4,800,000) of which; One million two hundred thousand (1,200,000) are classified and designated as Class A, Common Stock. Par Value of \$0.01 per share. (*hereinafter the "Common Stock"*);

One million two hundred thousand (1,200,000) are classified and designated as Class B, Common Stock. Par Value of \$0.01 per share. (*hereinafter the Class B Common Stock"*);

One million two hundred thousand (1,200,000) are classified and designated as Class A, Preferred Stock. Par Value of \$0.05 (*hereinafter the Preferred Stock"*);

Which the Board of Directors may issue, in one or more series, without par value, with full, limited, multiple, fractional, or no voting rights, and with such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights and other special or relative rights as shall be fixed by the Board of Directors.

The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par value, and the Corporation shall not loan funds against the shares of its outstanding capital stock. Neither promissory notes nor future service shall constitute payment or partial payment for the issuance of shares of the Corporation. The consideration for the shares shall be cash, tangible or intangible property (to the extent direct investment in such property would be limited to the Corporation); labor; services actually performed for the Corporation, or any combination of the foregoing. In the absence of actual fraud in the transaction, the value of such property, labor or services, is determined by the Board of Directors of the Corporation, shall be conclusive. Upon payment of such consideration, such shares shall be deemed to be fully paid and assessable. In the case of a stock dividend, that part of the surplus of the Corporation which is transferred to stated capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for that issuance.

The holders of shares of common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to the vote for each share of the class of common stock held by such holder.

Nothing contained in this Article shall entitle the holders of any class or series of capital stock to vote as a separate class, or series, or to more than the entitled vote per each class of common stock, provided, that this restriction on voting separately by class or series shall not apply:

(1). In any provision which would authorize the holders of preferred stock, voting as a class or series, to elect some members of the Board of Directors, but less than a majority, thereof, in the event of default in the payment of dividends on any class or series of preferred stock;

(2). To any provision which would require the holders of preferred stock, voting as a class or series, to approve the merger or consolidation of the Corporation with another Corporation; or to sale, lease or conveyance of properties or business in exchange for securities of a Corporation other than the Corporation. If the preferred stock is exchanged for securities of such other

Corporation, provided, that no provision may require such approval for the transactions, undertaken with the assistance or pursuant to the direction of any federal or state agency with jurisdiction, or

(3). To any amendment which would adversely change the specific terms of any class or series of capital stock as set forth in this Article, including any amendment which would create or enlarge an class or series ranking prior, thereof, in rights and preferences. An amendment which increases the number of authorized shares of capital stock, or substitutes the surviving association in a merger or consolidation for the Corporation, shall not be considered to be such an adverse charge.

No holder of shares of any class shall have the right to vote cumulatively in the election of Directors.

Section 2. Powers and Rights of the Common Stock and the Class B Stock.

A. Voting Rights and Powers.

(i) With respect to all matters upon which shareholders are entitled to vote or to which shareholders are entitled to give consent, every holder of Common stock shall be entitled to one vote in person or by proxy for each share of Common Stock standing in his name on the transfer books of this corporation and (except as provided in these Articles Of Incorporation) every holder of Class B Stock shall be entitled to six votes in person or by proxy for each share of Class B Stock standing in his name on the transfer books of this corporation.

(ii) Except as otherwise provided herein, the provisions of this Certificate of Incorporation shall not be modified, revised, altered or amended, repealed or rescinded in whole or in part, without the affirmative vote of the holders of a majority of the outstanding shares of the Common Stock and of a majority of the outstanding shares of Class B Stock, each voting separately as a class.

(iii) Following the initial issuance of shares of Class B Stock, this corporation may not affect the issuance of any additional shares of Class B Stock (except in connection with stock splits and stock dividends), unless and until such issuance is authorized by the holders of a majority of the shares voting of Common Stock and of Class B Stock, each voting separately as a class.

(iv) The holders of Common Stock, voting separately as a class, will be entitled to elect 25% of this corporation's directors (rounded, if necessary, to the next higher whole number). The Common Stock will also vote together with the Class B Stock to elect the other 75% of this corporation's directors.

(v) Except as may be otherwise required by law or by except as provided in these Articles Of Incorporation, the holders of Common Stock and Class B Stock shall vote together as a single class, subject to any voting rights which may be granted to holders of Preferred Stock.

B. Dividends and Distributions. Subject to the rights of the holders of Preferred Stock, and subject to any other provisions of this Certificate of Incorporation as amended from time to time, holders of Common Stock and Class B Stock shall be entitled to such dividends and other distributions in cash, stock or property of this corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of this corporation legally available therefore, provided that if at any time a cash dividend is paid on the Common Stock, a cash dividend will also be paid on the Class B Stock in an amount per share equal to 90% of the amount of the dividend paid on each share of Common Stock (rounded down to the nearest one-hundredth of a dollar); and provided, further, that in the case of the dividends or other distributions payable in stock of this corporation other than the Preferred Stock, including distributions pursuant to stock split-ups, divisions or combinations, which occur after the date shares of Class B Stock are first issued by this corporation, only shares of Common Stock shall be distributed with respect to Common Stock and only shares of Class B Stock shall be distributed with respect to Class B Stock. In no event will shares of either Common Stock or Class B Stock be split, divided or combined unless the other is also split, divided or combined equally.

C. Other Rights. Except as otherwise required by the Florida General Corporation Law or as otherwise provided in this Certificate of Incorporation, each share of the Common Stock and each share of the Class B Stock shall have identical powers, preferences and rights, including rights in liquidation.

D. Transfer.

(i) No person holding shares of Class B Stock of record (hereinafter called a "Class B Holder") may transfer, and this corporation shall not register the transfer of such shares of Class B Stock, whether by sale, assignment, gift, bequest, appointment or otherwise, except to a "Permitted Transferee." A "Permitted Transferee" shall mean, with respect to each person from time to time shown as the record holder of shares of Class B Stock:

(a) In the case of a Class B Holder who is a natural person,

(1) The spouse of such Class B Holder, any lineal descendant of a grandparent of such Class B Holder, and any spouse of such lineal descendant;

(2) The trustee of a trust (including a voting trust) principally for the benefit of such Class B Holder and/or one or more of his Permitted Transferee described in each sub clause of this clause (a);

(3) Any organization contributions to which are deductible for federal income, estate or gift tax purposes or any split-interest trust described in Section 4947 of the Internal Revenue Code, as it may from time to time be amended (hereinafter called a "Charitable Organization(s));

(4) A corporation, of which a majority of the beneficial ownership of outstanding capital stock entitled to vote for the election of directors is owned by, or a partnership, of which a majority of the beneficial ownership of the partnership interests entitled to participate in the management of the partnership is held by, the Class B Holder and/or one or more of his or her Permitted Transferees determined under this clause (a), provided that if by reason of any change in the ownership of such stock or partnership interests, such corporation or partnership would no longer qualify as a Permitted Transferee, all shares of Class B Stock then held by such corporation or partnership shall, upon the election of this corporation given by written notice of such corporation nor partnership, without further act on anyone's part, be converted into shares of Common Stock effective upon the date of the giving of such notice, and stock certificates formerly representing such shares of Class B Stock shall thereupon and thereafter be deemed to represent the like number of shares of Common Stock; and

(5) The estate of such Class B Holder.

(b) In the case of a Class B Holder holding the shares of Class B Stock in question as trustee pursuant to a trust (other than pursuant to a trust described in clause (f) below), "Permitted Transferee" means

(1) any person transferring Class B Stock to such trust and (2) any Permitted Transferee of any such transferor determined pursuant to clause (a) above.

(c) In the case of a Class B Holder which is a Charitable Organization holding record and beneficial ownership of the shares of Class B Stock in question, "Permitted Transferee" means any Class B Holder.

(d) In the case of a Class B Holder which is a corporation or partnership (other than a Charitable Organization) acquiring record and beneficial ownership of the shares of Class B Stock in question upon its initial issuance by this corporation, "Permitted Transferee" means

(1) a partner of such partnership, or stockholder of such corporation at the time of issuance, and

(2) any Permitted Transferee (determined pursuant to clause (a) above of any such partner or stockholder referred to in sub clause (1) of this clause (d).

(e) In the case of a Class B Holder which is a corporation or partnership (other than a Charitable Organization) or a corporation or partnership described in clause (d) above holding record and beneficial ownership of the shares of Class B Stock in question, "Permitted Transferee" means

(1) any person transferring such shares of Class B Stock to such corporation or partnership and

(2) any Permitted Transferee of any such person determined pursuant to clause (a) above.

(f) In the case of a Class B Holder holding the shares of Class B Stock in question as trustee pursuant to a trust which was irrevocable at the time of issuance of the Class B Stock, "Permitted Transferee" means

(1) any person to whom or for whose benefit principal may be distributed either during or at the end of the term of such trust whether by power of appointment or otherwise and

(2) any Permitted Transferee of any such person determined pursuant to clause (a) above.

(g) In the case of a Class B Holder which is the estate of a deceased Class B Holder, or which is the estate of a bankrupt or insolvent Class B Holder, which holds record and beneficial ownership of the shares of Class B Stock in question, "Permitted Transferee" means a Permitted Transferee of such deceased, bankrupt or insolvent Class B Holder as determined pursuant to clause (a), (b), (c), (d), (e) or (f) above, as the case may be.

(ii) Notwithstanding anything to the contrary set forth herein, any Class B Holder may pledge such Holder is shares of Class B Stock to a pledgee pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee, provided that such shares shall remain subject to the provisions of this Paragraph D. In the event of foreclosure or other similar action by the pledgee, such pledged shares of Class B Stock may only be transferred to a Permitted Transferee of the pledgor or converted into shares of Common Stock, as the pledgee may elect.

(iii) For purposes of this Paragraph D:

(a) The relationship of any person that is derived by or through legal adoption shall be considered a natural one.

(b) Each joint owner of shares of Class B Stock shall be considered a "Class B Holder" of such shares.

(c) A minor for whom shares of Class B Stock are held pursuant to a Uniform Gifts to Minors Act or similar law shall be considered a Class B Holder of such shares.

(d) Unless otherwise specified, the term "person" means both natural persons and legal entities. (e) Without derogating from the election conferred upon this corporation pursuant to sub clause (4) of clause (a) of subsection (i) above, each reference to a corporation shall include any successor corporation resulting from merger or consolidation; and each reference to a partnership shall include any successor partnership resulting from the death or withdrawal of a partner.

(iv) Any transfer of shares of Class B Stock not permitted hereunder shall result in the conversion of the transferee is shares of Class B Stock into shares of Common Stock, effective the date on which certificates representing such shares are presented for transfer on the books of this corporation. This corporation may, in connection with preparing a list of stockholders entitled to vote at any meeting of stockholders, or as a condition to the transfer or the registration of shares of Class B Stock on this corporation's books; require the furnishing of such affidavits or other proof as it deems necessary to establish that any person is the beneficial owner of shares of Class B Stock or is a Permitted Transferee.

(v) If at any time the number of outstanding shares of Class B Stock as reflected on the stock transfer books of this corporation falls below 12.5% of the total outstanding voting shares of this corporation, the outstanding shares of Class B Stock shall automatically be deemed converted into shares of Common Stock and certificates formerly representing outstanding shares of Class B Stock shall thereupon and thereafter represent the like number of shares of Common Stock.

(vi) Shares of Class B Stock shall be registered in the names of the beneficial owners thereof and not in "street" or "nominee" names. Notwithstanding the foregoing, trusts may transfer shares into "nominee" name. For this purpose, a "beneficial owner" of any shares of Class B Stock shall mean a person who, or an entity which, possesses the power, either singly or jointly, to direct the voting or disposition of such shares. This corporation shall

note on the certificates for shares of Class B Stock the restrictions on transfer and registration of transfer imposed by this Paragraph D.

E. Conversion Rights

(i) Subject to the terms and conditions of this Paragraph E, each share of Class B Stock shall be convertible at any time or from time to time, at the option of the respective holder thereof, at the office of any transfer agent for Common Stock, and at such other place or places, if any, as the Board of Directors may designate, into one fully paid and non assessable share of Common Stock. In order to convert Class B Stock into Common Stock, the holder thereof shall (a) surrender the certificate or certificates for such Class B Stock at the office of said transfer agent (or other place as provided above), which certificate or certificates, if this corporation shall so request, shall be duly endorsed to this corporation or in black or accompanied by proper instruments of transfer to this corporation (such endorsements or instruments of transfer to be in form satisfactory to this corporation), and (b) give written notice to this corporation that such holder elects to convert said Class B Stock, which notice shall state the name or names in which such holder wishes the certificate or certificates for Common Stock to be issued. This corporation will issue and deliver at the office of said transfer agent (or other place as provided above) to the person for whose account such Class B Stock was so surrendered, or to his nominee or nominees, a certificate or certificates for the number of full shares of Common Stock to which holder shall be entitled as soon as practicable after such deposit of a certificate or certificates of Class B Stock, accompanied by the requisite written notice. Such conversion shall be deemed to have made as of the date of such surrender of the Class B Stock to be converted; and the persons entitled to receive the Common Stock issuable upon conversion of such Class B Stock shall be treated for all purposes as the record holder or holders of such Common Stock on such date.

(ii) The issuance of certificates for shares of Common Stock upon conversion of shares of Class B Stock shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the share of shares of Class B Stock converted, the person or persons requesting the issuance thereof shall pay to this corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of this corporation that such tax has been paid or is not required to be paid.

(iii) This corporation covenants that it will at all times reserve and keep available, solely for the purpose of issue upon conversion of the outstanding shares of Class B Stock, such number of shares of Common Stock as shall be issuable upon the conversion of all such outstanding shares.

Section 3. Preferred Stock.

The Preferred Stock may be issued from time to time in one or more series, and each of such series shall have such voting powers, designations, preferences, and relative participation, optional or other special rights, and the qualifications, limitations and restrictions thereof, as are stated or expressed herein or in a resolution or resolutions, providing for the issuance of such series, adopted by the Board of Directors as hereinafter provided. The Board of Directors is hereby expressly empowered, subject to the provisions of except as provided in these Articles Of Incorporation, to provide for the issuance of Preferred Stock from time to time in series and to fix by resolution or resolutions providing for the issuance of such series.

(i) The number of shares constituting that series and the distinctive designation of that series;

(ii) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights or priority, if any, of payment of dividends on shares of that series.

(iii) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(iv) Whether that series shall have conversion privileges, and, if so the terms and conditions of such conversion, including provision for adjustment of the conversion rate upon the happening of specified events;

(v) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and on different redemption dates;

(vi) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of this corporation, and the relative rights or priority, if any, of payment on shares of that series; and

(viii) Such other designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as it may deem advisable and shall be stated in said resolution or resolutions.

Section 4. Issuance of Common Stock.

Class B Stock and Preferred Stock.

The Board of Directors of this corporation may from time to time authorize by resolution the issuance of any or all shares of the Common Stock and the Preferred Stock herein authorized in accordance with the terms and conditions set forth in this Certificate of Incorporation for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration, and in the case of the Preferred Stock, in one or more series, all as the Board of Directors in its discretion may determine and without any vote or other action by the shareholders, except as otherwise required by law. Subject to Section 2A(iii) except as provided in these Articles Of Incorporation, the Board of Directors of this corporation may authorize by resolution the issuance of any or all shares of Class B Stock herein authorize in accordance with the terms and conditions set forth in this Certificate of Incorporation for such purposes, in such amounts, to such persons, corporations, or entities and for such consideration as the Board of Directors may determine. At any time shares of Class B Stock are outstanding, the Board of Directors may issue shares of Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up, division or combination of the shares of Common Stock only to the then-holders of the outstanding shares of Common stock and in conjunction with and in the same ratio as a stock dividend or split-up, division or combination of the shares of Class B Stock.

FURTHER RESTRICTIONS ON TRANSFER OF SECURITIES.

Transfer.

No Stockholder may sell, assign, pledge or otherwise transfer (a "Transfer") any interest in any Securities, either voluntarily or involuntarily, by operation of law or otherwise, except in accordance with the provisions of this Stockholder Agreement; provided, that in the event that any transferee of Securities is required to execute an instrument of accession to the Stockholder Agreement as a condition precedent to such Transfer under the terms of the Stockholder Agreement, it shall be a condition precedent to such Transfer that such transferee shall either be a party hereto or shall have executed and delivered to the Company and each of the other parties hereto an Instrument of Accession.

Additional Restriction on Transfer.

In addition to the restrictions on Transfers set forth in these articles,

- (a) no Investor may Transfer any Securities if, as a result of such Transfer, the Investors would collectively cease to own at least 51% (fifty one percent) of the shares of Class B Common Stock (determined on a fully-diluted basis) included in the Securities unless such Investor has received the prior written consent of the Majority Holders to such Transfer and
- (b) (b) no Investor may Transfer any Securities if, as a result of such Transfer, the Investors would collectively cease to own at least 51% of the shares of Class B Common Stock (determined on a fully-diluted basis)

included in the Securities unless such Investor has received the prior written consent of the Majority Holders to such Transfer; provided, that the restrictions on Transfer set forth in this Section shall not apply with respect to any Transfer that constitutes a Public Sale.

Transfers of Securities in Breach of this Agreement.

In the event of any Transfer of Securities in breach of this Agreement, commencing immediately upon the date of such attempted Transfer

(a) such Transfer shall be void and of no effect,

(b) no dividend of any kind or any distribution pursuant to any liquidation, redemption or otherwise shall be paid by the Company to the transferring Stockholder or the purported transferee in respect of such Securities (all such rights to payment by the transferring Stockholder and/or the purported transferee being deemed waived),

(c) the voting rights of such Securities, if any, shall terminate, and neither the transferring Stockholder nor the purported transferee shall be entitled to exercise any rights with respect to such Securities until such Transfer in breach of this Agreement has been rescinded.

Share Transfers.

Upon compliance with any provisions restricting the transferability of shares that may be set forth in the Articles of Incorporation, or the Bylaws, or any written agreement in respect thereof, transfers of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, or with a transfer agent or a registrar and on surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes thereon, if any. Except as may be otherwise provided by law or these Bylaws, the person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation; provided that whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact, if known to the Secretary of the Corporation, shall be so expressed in the entry of transfer.

Fractional Shares Or Scrip.

The Corporation may issue fractions of a share or pay in money the fair value of fractions of a share; make arrangements, or provide reasonable opportunity, for any person entitled to or holding a fractional interest in a share to sell such fractional interest or to purchase such additional fractional interests as may be necessary to acquire a full share; and issue scrip in registered or bearer form, over the manual or facsimile signature of an officer of the Corporation or its agent, entitling the holder to receive a full share upon surrendering enough scrip to equal a full share. Each certificate representing scrip must be conspicuously labeled "scrip" and must contain the information required by of Section 607.0625 of the Business Corporation Act. The holder of a fractional share is entitled to exercise the rights of a shareholder, including the right to vote, to receive dividends, and to participate in the assets of the Corporation upon liquidation. The holder of scrip is not entitled to any of these rights unless the scrip provides for them. The Board of Directors may authorize the issuance of scrip subject to any condition considered desirable, including (a) that the scrip will become void if not exchanged for full shares before a specified date; and (b) that the shares for which the scrip is exchangeable may be sold and the proceeds paid to the scrip holders.

Record Date For Shareholders

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders to demand a special meeting, or to take any other action, the Board of Directors, of the Corporation may fix a date as the record date for any such determination of shareholders, such date in any case to be not more than seventy days before the meeting or action requiring such determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than one hundred twenty days after the date fixed for the original meeting.

Meaning Of Certain Terms:

As used herein in respect of the right to notice of a meeting of shareholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "shareholder" or "shareholders" refers to an outstanding share or shares and to a holder or holders of record of outstanding shares when the Corporation is authorized to issue only one class of shares, and said reference is also intended to include any outstanding share or shares and any holder or holders of record of outstanding shares of any class upon which or upon whom the Articles of Incorporation confer such rights where there are two or more classes or series of shares or upon which or upon whom the Business Corporation Act confers such rights notwithstanding that the Articles of Incorporation may provide for more than one class or series of shares, one or more of which are limited or denied such rights there under.

ARTICLE SEVEN

REGULATION OF CERTAIN EVENTS

Section 1. Definitions.

As used in these Articles Of Incorporation the following terms and phrases shall have the respective meanings hereinafter set forth.

(a) The term "Affiliate" means a Person that directly or indirectly Controls, is Controlled by, or is under common Control with, a specified Person.

(b) The term "Associate," when used to indicate a relationship with any Person, means any of the following:

(1) any organization of which the Person is an officer or partner or is, directly or indirectly, the Beneficial Owner of ten percent (10%) or more of any class or series of shares entitled to vote or other equity interest; or

(2) any trust or estate in which the Person has a substantial beneficial interest or as to which the Person serves as trustee or executor or in a similar fiduciary capacity; or

(3) any relative or spouse of the Person, or any relative of the spouse, residing in the home of the Person.

(c) "Beneficial Owner," when used with respect to shares or other securities, includes, but is not limited to, any Person who, directly or indirectly, through any written or oral agreement, arrangement, relationship, understanding or otherwise, has or shares the power to vote, or direct the voting of, the shares or securities or has or shares the power to dispose of, or direct the disposition of, the shares or securities, except that:

(1) a Person shall not be deemed the Beneficial Owner of shares or securities tendered pursuant to a tender or exchange offer made by the Person or any of the Person's Affiliates or Associates until the tendered shares or securities are accepted for purchase or exchange; and

(2) a Person shall not be deemed the Beneficial Owner of shares or securities with respect to which the Person has the power to vote or direct the voting arising solely from a revocable proxy given in response to a proxy solicitation required to be made and made in accordance with the applicable rules and regulations under the Securities Exchange Act of 1934 and is not then reportable under that act on a Schedule 13D or comparable report, or, if this corporation is not subject to the rules and regulations under the Securities Exchange Act of 1934, would have been required to be made and would not have been reportable if this corporation had been subject to such rules and regulations.

"Beneficial ownership" includes, but is not limited to, the right to acquire shares or securities through the exercise of options, warrants or rights, or the conversion of convertible securities, or otherwise. The shares or securities subject to the options, warrants, rights or conversion privileges held by a Person shall be deemed to be outstanding for the purpose of computing the percentage of outstanding shares or securities of the class or series owned by the Person, but shall not be deemed to be outstanding for the purpose of computing the percentage of the class or series owned by any other Person. A Person shall be deemed the

Beneficial Owner of shares and securities Beneficially Owned by any relative or spouse of the Person or any relative of the spouse, residing in the home of the Person, any trust or estate in which the Person owns ten percent (10%) or more of the total beneficial interest or serves as trustee or executor or in a similar fiduciary capacity, any organization in which the Person owns ten percent (10%) or more of the equity, and any Affiliate of the Person.

When two or more Persons act or agree to act as a partnership, limited partnership, syndicate or other group for the purposes of acquiring, owning or voting shares or other securities of a corporation, all members of the partnership, syndicate or other group are deemed to constitute a "Person" and to have acquired Beneficial Ownership, as of the date they first so act or agree to act together, of all shares or securities of the corporation Beneficially Owned by the Person.

(d) The phrase "Business Combination" means any of the following:

(1) any merger of this corporation or any Subsidiary of this corporation with (a) a Related Person or (b) any other organization (whether or not itself a Related Person) that is, or after the merger would be, an Affiliate or Associate of a Related Person, but excluding (i) the merger of a wholly owned Subsidiary of this corporation into this corporation, (ii) the merger of two or more wholly owned Subsidiaries of this corporation, or (iii) the merger of an organization, other than a Related Person or an Affiliate or Associate of a Related Person, with a wholly owned Subsidiary of this corporation pursuant to which the surviving organization, immediately after the merger, becomes a wholly owned Subsidiary of this corporation; or

(2) any exchange of shares or other securities of this corporation or any Subsidiary of this corporation or money or other property for shares, other securities, money or property of (a) a Related Person or (b) any other organization (whether or not itself a Related Person) that is, or after the exchange would be, an Affiliate or Associate of a Related Person, but excluding the exchange of shares of a domestic or foreign corporation, other than a Related Person or an Affiliate or Associate of a Related Person, pursuant to which the domestic or foreign corporation, immediately after the exchange, becomes a wholly owned Subsidiary of this corporation; or

(3) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in a single transaction or a series of transactions), other than sales of goods or services in the ordinary course of business or redemptions, to or with a Related Person or any Affiliate or Associate of a Related Person, other than to or with this corporation or a wholly owned Subsidiary of this corporation, of assets of this corporation or any Subsidiary of this corporation (a) having an aggregate market value equal to ten percent (10%) or more of the aggregate market value of all the assets, determined on a consolidated basis, of this corporation, (b) having an aggregate market value equal to ten percent (10%) or more of the aggregate market value of all the outstanding shares of this corporation, or (c) representing ten percent (10%) or more of the earning power or net income, determined on a consolidated basis, of this corporation except a cash dividend or distribution paid or made pro rata to all shareholders of this corporation; or

(4) the issuance or transfer by this corporation or any Subsidiary of this corporation (in a single transaction or a series of transactions) of any shares of, or other ownership interests in, this corporation or any Subsidiary of this corporation that have an aggregate market value equal to five percent (5%) or more of the aggregate market value of all the outstanding shares of this corporation to a Related Person or any Affiliate or Associate of a Related Person, except pursuant to the exercise of warrants or rights to purchase shares offered, or a dividend or distribution paid or made, pro rata to all shareholders of this corporation other than for the purpose, directly or indirectly, of facilitating or effecting a subsequent transaction that would have been a Business Combination if the dividend or distribution had not been made; or

(5) the adoption of any plan or proposal for the liquidation or dissolution of this corporation, or any reincorporation of this corporation in another state or jurisdiction, proposed by or on behalf of, or pursuant to any written or oral agreement, arrangement, relationship, understanding or otherwise with, a Related Person or any Affiliate or Associate of a Related Person; or

(6) any reclassification of securities (including without limitation any share dividend or split, reverse share split or other distribution of shares in respect of shares), recapitalization of this corporation, merger of this

corporation with any Subsidiary of this corporation, exchange of shares of this corporation with any Subsidiary of this corporation, or other transaction (whether or not with or into or otherwise involving a Related Person), proposed by or on behalf of, or pursuant to any written or oral agreement, arrangement, relationship, understanding or otherwise with, a Related Person or any Affiliate or Associate of a Related Person, that has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class or series of shares entitled to vote, or securities that are exchangeable for, convertible into, or carry a right to acquire shares entitled to vote, of this corporation or any Subsidiary of this corporation that is, directly or indirectly, owned by a Related Person or any Affiliate or Associate of a Related Person, except as a result of immaterial changes due to fractional share adjustments; or

(7) any receipt by a Related Person or any Affiliate or Associate of a Related Person of the benefit, directly or indirectly (except proportionately as a shareholder of this corporation), of any loans, advances, guarantees, pledges or other financial assistance, or any tax credits or other tax advantages provided by or through this corporation or any Subsidiary of this corporation.

(e) The term "Control" and all words derived there from mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract, or otherwise. A Person's beneficial ownership of ten percent (10%) or more of the voting power of this corporation's outstanding shares entitled to vote in the election of directors creates a presumption that the Person has control of this corporation. Notwithstanding the foregoing, a Person is not considered to have Control of this corporation if the Person holds voting power, in good faith and not for the purpose of avoiding this Article IX, as an agent, bank, broker, nominee, custodian or trustee for one or more beneficial owners who do not individually or as a group have Control of this corporation.

(f) The term "Disinterested" describes any director of this corporation or any other individual that is neither an officer nor an employee, nor has been an officer or employee within five (5) years immediately prior to the formation of the Disinterested Committee, of this corporation or of a Related Organization of this corporation.

(g) The phrase "Disinterested Committee" means a committee formed by the Board of Directors that is composed of (1) one or more Disinterested directors, or (2) if there are no Disinterested directors, three (3) or more Disinterested individuals.

(h) The term "Person" means any individual, firm, corporation or other entity.

(i) The phrase "Related Organization" of a specified corporation, means:

(1) a parent or Subsidiary of the specified corporation; or

(2) another Subsidiary of a parent of the specified corporation; or

(3) a limited liability company owning, directly or indirectly, more than fifty percent (50%) of the voting power of the shares entitled to vote for directors of the specified corporation; or

(4) a limited liability company having more than fifty percent (50%) of the voting power of its membership interests entitled to vote for members of its governing body owned directly or indirectly by the specified corporation; or

(5) a limited liability company having more than fifty percent (50%) of the voting power of its membership interests entitled to vote for members of its governing body owned directly or indirectly either (i) by a parent of the specified corporation or (ii) a limited liability company owning, directly or indirectly, more than fifty percent (50%) of the voting power of the shares entitled to vote for directors of the specified corporation; or

(6) a corporation having more than fifty percent (50%) of the voting power of its shares entitled to vote for directors owned directly or indirectly by a limited liability company owning, directly or indirectly, more than fifty percent (50%) of the voting power of the shares entitled to vote for directors of the specified corporation.

(j) The phrase "Related Person" means any Person that is (1) the Beneficial Owner, directly or indirectly, of ten percent (10%) or more of the voting power of this corporation's outstanding shares entitled to vote or (2) an Affiliate or Associate of this corporation that, at any time within the four (4) year period immediately prior to the date in question, was the Beneficial Owner, directly or indirectly, of ten percent (10%) or more of the voting power of this corporation's then outstanding shares entitled to vote; provided, however, that if a Person who has not been a Beneficial Owner of ten percent (10%) or more of the voting power of this corporation's outstanding shares entitled to vote immediately prior to a repurchase of shares by, or recapitalization of, this corporation or similar action shall become a Beneficial Owner of ten percent (10%) or more of the voting power solely as a result of the share repurchase, recapitalization or similar action, the Person shall not be deemed to be the Beneficial Owner of ten percent (10%) or more of the voting power for purposes of the foregoing, unless:

(i) the repurchase, recapitalization, conversion or similar action was proposed by or on behalf of, or pursuant to any agreement, arrangement, relationship, understanding or otherwise (whether or not in writing) with, the Person or any Affiliate or Associate of the Person; or

(ii) the Person thereafter acquires Beneficial Ownership, directly or indirectly, of this corporation's outstanding shares entitled to vote and, immediately after the acquisition, is the Beneficial Owner, directly or indirectly, of ten percent (10%) or more of the voting power of this corporation's outstanding shares entitled to vote.

Notwithstanding the foregoing, "Related Person" does not include:

(1) this corporation or any of its Subsidiaries;

(2) a savings, employee stock ownership, or other employee benefit plan of this corporation or any of its Subsidiaries, or a fiduciary of the plan when acting in a fiduciary capacity pursuant to the plan; or

(3) a licensed broker/dealer or licensed underwriter who:

(i) purchases shares of this corporation solely for purposes of resale to the public; and

(ii) is not acting in concert with a Related Person.

For purposes of this definition, shares Beneficially Owned by a plan, or by a fiduciary of a plan pursuant to the plan, as described in (2), above, are not deemed to be Beneficially Owned by the Person who is a fiduciary of the plan.

(k) The phrase "Share Acquisition Date," with respect to any Person, means (1) the date that the Person first becomes a Related Person, or (2) if the Person becomes, on one or more dates, a Related Person, but thereafter ceases to be a Related Person, and subsequently again becomes a Related Person, the date on which the Person most recently became a Related Person.

(l) The term "Subsidiary" of a specified organization means an organization having more than fifty percent (50%) of the voting power of its shares or other ownership interests entitled to vote for directors or other members of the governing body of the organization owned directly, or indirectly through Related Organizations, by the specified organization.

Section 2. Business Combinations.

Except as set forth in these Articles Of Incorporation and notwithstanding any other provision seemingly to the contrary in law, these Articles of Incorporation or the By-laws of this corporation, this corporation may not engage in any Business Combination, or vote, consent or otherwise act to authorize a Subsidiary of this corporation to engage in any Business Combination, with, with respect to, proposed by or on behalf of, or pursuant to any written or oral agreement, arrangement, relationship, understanding or otherwise with, any Related Person or any Affiliate or Associate of a Related Person for a period of four (4) years following the Related Person's Share Acquisition Date.

Section 3. Procedure.

Upon receipt of a good faith, definitive written proposal relating to a Business Combination or an acquisition of shares pursuant to which a Person will become a Related Person, the Board of Directors shall promptly form a Disinterested Committee to consider and take action on the proposal. The Disinterested Committee shall respond in writing within thirty (30) days after receipt of the proposal, setting forth its decision regarding the proposal.

Section 4. When Inapplicable.

The provisions of Section 2 of these Articles Of Incorporation shall not be applicable to a Business Combination, and such Business Combination shall require only such affirmative vote as may otherwise be required by law or otherwise, if:

(a) the Business Combination or the acquisition of shares made by the Related Person on the Related Person's Share Acquisition Date is approved before the Related Person's Share Acquisition Date, or on the Related Person's Share Acquisition Date but prior to the Related Person becoming a Related Person on the Related Person's Share Acquisition Date, by the affirmative vote of a majority of the members of the Disinterested Committee; or

(b) the Business Combination is with, with respect to, proposed by or on behalf of, or pursuant to any written or oral agreement, arrangement, relationship, understanding or otherwise with any Related Person whose Share Acquisition Date is either before the effective date of these Articles Of Incorporation, or on the effective date, but prior to the effective time of these Articles Of Incorporation.

Section 5. Disinterested Committee.

The Disinterested Committee shall not be subject to any direction or control by the Board of Directors with respect to the committee's consideration of, or any action concerning, a Business Combination or acquisition of shares pursuant to these Articles Of Incorporation.

Section 6. Fiduciary Duty.

Nothing contained in these Articles Of Incorporation shall be construed to relieve any Related Person of any fiduciary obligation imposed upon it by law.

Section 7. Powers of Board.

A majority of the voting power of the entire Board of Directors shall have the power and duty to determine on the basis of the definitions provided in Section 1 of these Articles Of Incorporation and the information then known to them, whether (a) any Person is a Related Person, (b) any Person is an Affiliate or Associate of another, and (c) any director or individual is Disinterested. Any such determination made in good faith by a majority of the voting power of the entire Board of Directors shall be conclusive and binding for all purposes of these Articles Of Incorporation.

Section 8. Duties.

The fact that any action or transaction complies with the provisions of these Articles Of Incorporation shall not be construed to waive or satisfy any other requirements of law, these Articles of Incorporation or the By-laws of this corporation, or to impose any fiduciary duty, obligation or responsibility in connection with the approval of such action or transaction or the recommendation to the shareholders of this corporation of its adoption or approval, nor shall such compliance limit, prohibit or otherwise restrict in any manner the evaluations of or actions and responses taken with respect to such action or transaction. All relevant factors, including without limitation, the social and economic effects on the employees, customers, suppliers and other constituents of this corporation and its Subsidiaries and on the communities in which this corporation and its Subsidiaries operate or are located, may be considered when evaluating any Business Combination.

Section 9. Amendment of these Articles Of Incorporation.

The foregoing provisions of these Articles Of Incorporation may be amended, altered or repealed only at a meeting of shareholders by the affirmative vote of (a) the holders of at least sixty-six and two-thirds percent (66-2/3%) of this corporation's outstanding shares entitled to vote on amendments to these Articles of Incorporation; and, in addition, (b) the holders of at least sixty-six and two-thirds percent (66-2/3%) of this corporation's outstanding shares entitled to vote that are Beneficially Owned by shareholders other than Related Persons; provided, however, that the provisions of this Section 9 shall not apply to any such amendment, alteration or repeal that shall have been approved and recommended to the shareholders for approval by the affirmative vote of a majority of the voting power of the entire Board of Directors.

Section 10. Amendment of By-Laws.

The provisions of this corporation's By-Laws may be amended, altered or repealed only at a meeting of shareholders, called for such purpose, by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of this corporation's outstanding shares entitled to vote; provided, however, that, notwithstanding the foregoing requirement, the Board of Directors may amend such Section 1 to increase the number of directors in the manner prescribed by law.

ARTICLE EIGHT **STOCK REPURCHASES FROM CERTAIN SHAREHOLDERS**

Section 1. Definitions.

As used in these Articles Of Incorporation, the following terms and phrases shall have the respective meanings hereinafter set forth.

- (a) The term "Affiliate" has the same meaning as provided in Subsection 1(a) of Article Seven of these Articles of Incorporation.
- (b) The term "Associate" has the same meaning as provided in Subsection 1(b) of Article Seven of these Articles of Incorporation.
- (c) The phrases "Beneficial Owner" and "Beneficially Owned" have the same meanings as provided in Subsection 1(c) of Article Seven of these Articles of Incorporation.
- (d) The term "Person" has the same meaning as provided in Subsection 1(i) of Article Seven of these Articles of Incorporation.
- (e) The phrase "Public Transaction" means any (1) purchase of voting securities offered pursuant to an effective registration statement filed pursuant to the Securities Act of 1933, or (2) open market purchase of voting securities if, in either such case, the price and other terms of sale are not negotiated by the purchaser and seller of the legal or beneficial interest in such voting securities.
- (f) The term "Subsidiary" has the same meaning as provided in Subsection 1(k) of Article Seven of these Articles of Incorporation.
- (g) The phrase "Substantial Shareholder" means any Person or group of two or more Persons who have agreed to act together for the purpose of acquiring, holding, voting or disposing of voting securities of this corporation who, (1) individually or together with its or their Associates or Affiliates, in the aggregate, is or are the Beneficial Owner(s) of securities of this corporation, or securities convertible into securities of this corporation, representing five percent (5%) or more of this corporation's outstanding shares entitled to vote, or (2) is or are assignee(s) of or has or have otherwise succeeded as, directly or indirectly, the Beneficial Owner(s) of any voting securities, or securities convertible into voting securities, of this corporation which were at any time within the three (3) year period immediately prior to the date in question Beneficially Owned by a Substantial Shareholder or any of its Associates or Affiliates, unless such assignment or succession shall have occurred pursuant to any Public Transaction or series of Public Transactions; provided, however, that the term "Substantial Shareholder" shall not include any benefit plan or trust now or hereafter established by this corporation or any of its Subsidiaries for the benefit of the

employees of this corporation and/or any of its Subsidiaries or any trustee, agent or other representative of any such plan or trust.

(h) The phrase "Unaffiliated Director" means a director who is not a Substantial Shareholder, its Affiliate or Associate, or is not otherwise related thereto; provided, however, that no director shall be considered to be an Unaffiliated Director unless such director became a director of this corporation prior to the transaction or transactions in which such Substantial Shareholder or Substantial Shareholders became such, or was nominated, appointed or elected as a director of this corporation with the approval of at least two-thirds (2/3) of the Unaffiliated Directors in office at the time of such director's nomination, appointment or election.

Section 2. Vote of Shareholders.

Notwithstanding any provision seemingly to the contrary in law, these Articles of Incorporation or the By-laws of this corporation, the affirmative vote of holders of a majority of this corporation's outstanding shares entitled to vote shall be required to approve the purchase or other acquisition by this corporation of shares of capital stock of this corporation if:

(a) such shares of capital stock are purchased from any Substantial Shareholder, its Affiliates or Associates at a price more than the average closing price for shares of capital stock of the same class (as the shares of capital stock being purchased from the Substantial Shareholder, its Affiliates or Associates), in the principal public market in which such shares of capital stock are actively traded, during the most recent five (5) trading days during which such shares have been traded preceding such purchase, or, if earlier, during the most recent five (5) trading days during which such shares have been traded preceding the date upon which this corporation and the Substantial Shareholder, its Affiliates or Associates enter into a binding agreement for such purchase; or if such shares are of a class or series not traded in a public market, then at a price more than the redemption price, if any, pertaining to such shares; or, if there is no such redemption price, at a price more than the liquidation preference, if any, pertaining to such shares; or, if there is no such liquidation preference, at a price more than the price(s) paid by such Substantial Shareholder, its Affiliates or Associates in acquiring such shares, determined on a first-in, first-out basis; and

(b) the Substantial Shareholder, its Affiliates or Associates has Beneficially Owned the shares of capital stock being purchased or any of them for less than two (2) years; and

(c) all other holders of shares of capital stock of the same class or series are not contemporaneously afforded the opportunity to sell to this corporation or any other Person, on terms and at a price determined by a majority of the Unaffiliated Directors of this corporation to be substantially as favorable as those afforded to the Substantial Shareholder, its Affiliates or Associates, the same percentage of such shares of capital stock held by them as equals that percentage of the shares of capital stock Beneficially Owned by the Substantial Shareholder which are to be purchased from the Substantial Shareholder, its Affiliates or Associates by this corporation.

Section 3. Determinations By Unaffiliated Directors.

In the context of any transaction described in Section 2 of these Articles Of Incorporation, the majority of the directors who are Unaffiliated Directors with respect to such transaction shall have the exclusive power and duty to determine, on the basis of information known to them after reasonable inquiry, whether a Person is (a) a Substantial Shareholder, (b) an Affiliate or Associate of a Substantial Shareholder, and (c) an Unaffiliated Director. Any such determination of a majority of the Unaffiliated Directors shall be final and binding in the absence of fraud or gross negligence by such Unaffiliated Directors.

Section 4. Amendment of Article X.

The provisions of this Article X may be amended, altered or repealed only at a meeting of shareholders by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of this corporation's outstanding shares entitled to vote on amendments to these Articles of Incorporation; provided, however, that the provisions of this Section 4 shall not apply to any such amendment, alteration or repeal that shall have been approved and recommended to the shareholders for approval by a majority of Unaffiliated Directors.

ARTICLE NINE
NUMBER OF DIRECTORS

The numbers of directors of this Corporation shall not be less than one or more than seven, as may be fixed from time to time.

ARTICLE TEN
INITIAL OFFICERS/DIRECTORS

The names and post office addresses of the Board of Directors of this Corporation who shall hold office for the first year, or until their successors are chosen, shall be:

Bernard Timothy Long
895 Franklin Street
Altamonte Springs, Florida 32701
(U.S.A.)

Mailing Address:
Post Office Box 520778
Longwood, Florida 32752-0778
(U.S.A.)

ARTICLE ELEVEN
AMENDMENT OF ARTICLES OF THE CORPORATION

The Corporation by resolution adopted by a unanimous vote of those entitled to vote attending an annual meeting or a special meeting called for such purpose, reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation. No amendment, addition, alternation, change or repeal of these Articles shall be made unless it is first approved by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a unanimous approval of the Directors, then in office and thereafter is approved by the holders of a unanimous approval of the shares of the Corporation entitled to vote generally in an election of Directors, voting together as a single class, as well as such additional vote of the preferred stock as may be required by the provisions of any series thereof, provided that, notwithstanding anything contained in these Articles to the contrary, the affirmative vote of the holders of all of the shares of the Corporation entitled to vote generally in an election of Directors, voting together as a single class, as well as such additional vote of the preferred stock, as may be required by the provisions of any series thereof, shall be required to amend, adopt, alter, change or repeal any provision inconsistent with these Articles.

ACTION WITHOUT MEETING. Action required or permitted by the Business Corporation Act to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken, signed by each director or committee member. Action taken under this paragraph is effective when the last director signs the consent, unless the consent specifies a different effective date.

ARTICLE TWELVE
AMENDMENT OF BYLAWS OF THE CORPORATION

The Corporation, by resolution adopted by a unanimous vote of those entitled to vote attending an annual meeting or a special meeting called for such purpose, reserves the right to amend, alter, change or repeal any provision contained in the Bylaws in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation. No amendment, addition, alternation, change or repeal of these Articles shall be made unless it is first approved by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a unanimous approval of the Directors, then in office and thereafter is approved by the holders of a unanimous approval of the shares of the Corporation entitled to vote generally in an election of Directors, voting together as a single class, as well as such additional vote of the preferred stock as may be

required by the provisions of any series thereof, provided that, notwithstanding anything contained in these Articles to the contrary, the affirmative vote of the holders of all of the shares of the Corporation entitled to vote generally in an election of Directors, voting together as a single class, as well as such additional vote of the preferred stock, as may be required by the provisions of any series thereof, shall be required to amend, adopt, alter, change or repeal any provision inconsistent with these Articles.

ACTION WITHOUT MEETING. Action required or permitted by the Business Corporation Act to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken, signed by each director or committee member. Action taken under this paragraph is effective when the last director signs the consent, unless the consent specifies a different effective date.

ARTICLE THIRTEEN

INDEMNIFICATION OF OFFICERS/DIRECTORS

Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative, arbitral or investigation, any appeal in such action, suit or proceeding and any inquiry or investigation which could lead to such an action, suit or proceeding by reason of the fact that such a person is or was a Director, officer, employee or agent of the Corporation, or any predecessor of the Corporation, or is or was serving at the request of the Corporation, or any predecessor of the Corporation as a Director, officer, employee, partner, venturer, proprietor, trustee, agent or similar functionary (Management Official) of another foreign or domestic Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprises ("Other Entity"), against expenses (including court costs and attorneys' fees). Judgment, penalties, fines, excise taxes and amounts paid in connection with such action, suit or proceeding to the full extent of the law.

The Corporation shall not indemnify any person in any proceeding that is a result of an action by, or in the right of the Corporation. The Corporation will indemnify any person who acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and; with respect to any criminal action or proceeding had no reasonable cause to believe his or her action was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere of its equivalent shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, not opposed to, the best interests of the Corporation or with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Advancement Of Expenses

Reasonable expenses incurred by a Director, officer, employee; or agent of the Corporation in defending an action, suit or proceeding described in this Article shall be paid by the Corporation in advance of the final disposition or such actions, suit or proceeding, as authorized by the Board of Directors, only upon receipt of: (i) a written affirmation by or on behalf of such person of his good faith belief that he/she has met the standards of conduct necessary or indemnification pursuant to applicable law, and (ii) a written undertaking to repay such amount it is shall ultimately be determined that the person has not met such standards or that indemnification against expenses incurred by him in connection with such action, suit, or proceeding is prohibited by law.

Such indemnification shall be authorized if such person acted in good faith, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Other Rights and Remedies

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under these Articles, the Corporation's Bylaws, any issuance or other agreement, vote or shareholders or disinterested Directors, or otherwise, both as to actions, in their official capacities and as to actions in other capacities, while holding such offices, and shall continue as to a person who has ceased to be a Director; officer; employee or agent and shall inure to the benefit of the heirs, executors and administration of such person, provided that no indemnification shall be made to or on behalf of an individual if a judgment or their final adjudication established that his/her acts or omissions: (i) where in breach of his/her duty of loyalty to the Corporation or its shareholders; (ii) where not in good faith or involved a knowing violation of law, or (iii) resulted in the receipt of an improper personal benefit, (iv) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

A director, officer, employee, or agent of the Corporation who is or was a party to a proceeding may not apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or in another court of competent jurisdiction.

Insurance

Upon resolution passed by the Board of Directors; the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director; officer; employee; or agent of the Corporation, or was serving at the request of the Corporation as a Managerial Official of an Other Entity, against any liability asserted against him/her or incurred by him/her in such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these Articles.

Modification

The duties of the Corporation to indemnify and to advance expenses to a Director, officer, employee, or agent in this Article shall be in a nature of a contract between the Corporation and each such individual, and no amendment or repeal of any provision of this Article shall either, to the detriment of such individual, the right of such individual to the advancement of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE FOURTEEN **SEVERABILITY**

Whenever possible, each provision of these Articles will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of these Articles is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability will not affect any other provision or any other jurisdiction, but these Articles will be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein.

ARTICLE FIFTEEN **ENTIRE ARTICLES**

Except as otherwise expressly set forth herein, These Articles, together with the Stockholder Articles, embodies the complete Articles and understanding among the parties hereto with respect to the subject matter hereof and supersedes and preempts any prior understandings, Articles or representations by or among the parties, written or oral, which may have related to the subject matter hereof in any way. The parties hereto acknowledge and agree that the terms and conditions of these Articles are in addition to, and not in lieu of, the terms and conditions of the Stockholder Articles; provided, that in the event of any conflict between these Articles and the Stockholder Articles, the terms of these Articles shall be controlling.

ARTICLE SIXTEEN **SUCCESSORS AND ASSIGNS**

These Articles will bind and inure to the benefit of and be enforceable by the Company and the Stockholders and their respective successors and assigns.

ARTICLE SEVENTEEN **COUNTERPARTS**

These Articles may be executed in separate counterparts each of which will be an original and all of which taken together will constitute one and the same Articles.

ARTICLE EIGHTEEN **REMEDIES**

The Stockholders will be entitled to enforce their rights under these Articles specifically (without posting a bond or other security), to recover damages by reason of any breach of any provision of these Articles and to exercise all other rights existing in their favor. The parties hereto agree and acknowledge that money damages are not an adequate remedy for any breach of the provisions of these Articles and that any Stockholder shall have the remedy of specific performance and/or injunctive relief in order to enforce or prevent any violation of the provisions of these Articles. In the event of any dispute involving the terms of these Articles, the prevailing party shall be entitled to collect reasonable fees and expenses incurred by the prevailing party in connection with such dispute from the other parties to such dispute.

ARTICLE NINETEEN **AMENDMENT AND WAIVER**

No modification, amendment or waiver of any provision of these Articles will be effective against the Company or the Stockholders unless such modification, amendment or waiver is approved in writing by the Majority Holders and the Board of Directors. The failure of any party hereto to enforce any of the provisions of these Articles will in no way be construed as a waiver of such provisions and will not affect the right of such party thereafter to enforce each and every provision of these Articles in such party thereafter to enforce each and every provision of these Articles in accordance with its terms.

ARTICLE TWENTY **TERMINATION**

These Articles will terminate upon the earliest to occur of (a) the completion of any voluntary or involuntary liquidation or dissolution of the Company and (b) the completion of a Disposition Event.

ARTICLE TWENTY-ONE **GOVERNING LAW**

ALL QUESTIONS CONCERNING THE CONSTRUCTION, VALIDITY AND INTERPRETATION OF THESE ARTICLES WILL BE GOVERNED BY THE LAWS OF THE STATE OF FLORIDA, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.

ARTICLE TWENTY-TWO **CALCULATION OF FULLY-DILUTED EQUITY**

All references herein to calculations of the Company's equity or any type or class thereof as then outstanding "on a fully diluted basis" or as "fully diluted" or similar terms shall mean such equity or type or class thereof at any date as diluted by the issuance of all shares of such equity or type or class thereof then issuable upon the exercise or conversion of all then outstanding and exercisable warrants, options or convertible securities pursuant to which the Company is then obligated to issue such equity or type or class thereof (and if such exercise or conversion results in the issuance of convertible securities, as further diluted by the conversion of such convertible securities), but specifically excluding all shares issuable under Stock Options which are not then exercisable. For purposes of determining the number of outstanding shares of Class B Common Stock held by any Stockholder on a fully-diluted basis hereunder at any time, such Stockholder shall be deemed to hold that number of shares of Class B Common Stock as is equal to (i) the number of outstanding shares of Class B Common Stock then held by such Stockholder plus (ii) the number of shares of Class B Common Stock ultimately issuable upon conversion or exercise of any other outstanding Securities then held by such Stockholder.

ARTICLE TWENTY-THREE
BOARD ACTION WITHOUT A MEETING.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting by written action signed by a majority of the Board of Directors then in office, except as those matters which require shareholder approval, in which case the written action shall be signed by all members of the Board of Directors then in office.

ARTICLE TWENTY-FOUR
CUMULATIVE VOTING

No shareholder of this corporation shall be entitled to any cumulative voting rights.

ARTICLE TWENTY-FIVE
PREFERENTIAL RIGHTS

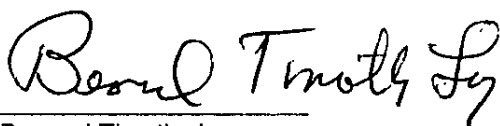
No shareholder of this corporation shall have any preferential, pre-emptive, or other rights of subscription to any shares of any class or series of stock of this corporation allotted or sold or to be allotted or sold whether now or hereafter authorized, or to any obligations or securities convertible into any class or series of stock of this corporation.

ARTICLE TWENTY-SIX
NAME AND ADDRESS OF THE SHAREHOLDERS

The names, post office addresses, number of shares of the shareholders to the capital stock, are listed as follows:

Bernard Timothy Long
895 Franklin Street
Altamonte Springs, Florida 32701 (U.S.A.)
Post Office Box 520779
Longwood, Florida 32752-0778 (U.S.A.)
1 Share of Common Stock, Class B
One Hundred (100) percentage of the total outstanding and issue
stock

By:



Bernard Timothy Long

17 JUN 23 AM 8:46

NAME:

Bernard Timothy Long

(Printed Name)

June 26, 2017

Date

ARTICLE TWENTY-SEVEN
NAME AND ADDRESS OF THE INCORPORATOR

The name and address of the Incorporator is as follows:

Bernard Timothy Long
895 Franklin Street
Altamonte Springs, Florida 32701 (U.S.A.)

Mailing address:
Post Office Box 520779
Longwood, Florida 32752-0778 (U.S.A.)

By:

Bernard Timothy Long

Bernard Timothy Long

NAME:

Bernard Timothy Long

(Printed Name)

17 JUL 28 AM 8:43
2017

Date

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, Chapter 617 of the Florida Statutes. Timberwolf International Association Of Professional Entrepreneurs, Inc. organizing under the laws of the State of Florida has named:

Bernard Timothy Long

Physical Address: 895 Franklin Street, Altamonte Springs, Florida 32701

Telephone Number: 407-599-1700

as its Agent to accept service of process within this State.

ACCEPTANCE:

I, Bernard Timothy Long, agree to act as the Registered Agent Of Timberwolf International Association Of Professional Entrepreneurs, Inc.

And

I agree to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process of the above designated address) in some conspicuous place in the office as required by law. I am, familiar with, and accept the obligations of the position of Registered Agent of Timberwolf International Association Of Professional Entrepreneurs, Inc.

By:

Bernard Timothy Long

Bernard Timothy Long

Bernard Timothy Long

Name

(Printed Name)

June 26, 2016

Date

17 JUN 29 AM 8:43

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. Required Signature/Incorporator Date

By:

Bernard Timothy Long

Bernard Timothy Long

Bernard Timothy Long

Name

(Printed Name)

JUNE 26, 2017

Date

17 JUN 28 AM 8:43