417 E. Virginia St., Suite 1, Taliabassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from **Your Capital Connection** ARTICLES OF INCORPORATION

OF

INTERACTIVE TRAINING SYSTEMS, INC.

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation shall be Interactive Training Systems, Inc. .

2. <u>Duration.</u> This corporation shall commence existence upon the filing of these Articles of

Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

3. Purpose. The purpose is to operate a for profit corporation to establish and conduct

seminars aimed at instructing communication professionals on processes and effects of interactive

media, and to engage in any other activities or business permitted under the laws of the United

States and Florida.

4. Capital Stock. The aggregate number of shares which this corporation shall have

authority to issue is the total sum of one hundred (100) shares, having an individual par value of

one (1) dollar. Unless otherwise stated in these articles, or in an amendment to these articles, there

shall be only one (1) class of stock of this corporation.

5. Initial Registered Office and Agent. The name and address of the initial registered agent

(whose signature below as incorporator shall also serve as acceptance of this position) and principal

office of this corporation is as follows:

Henry A. Lowenstein 1705 N.W. 22nd Drive

Gainesville, FL 32605

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6. <u>Initial Board of Directors</u>. This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be fewer than one.

The name and address of the initial director of this corporation is:

Ralph Lynn Lowenstein 1705 N.W.22nd Drive Gainesville, FL 32605

7. <u>Incorporated.</u> The name and address of the Incorporator signing these Articles of Incorporation is:

Henry A. Lowenstein 1705 N.W. 22nd Drive Gainesville, FL 32605

- 8. <u>Amendment of Articles.</u> This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
- 9. <u>Pre-emptive Rights.</u> Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices,

terms and conditions of the issue of shares, and inviting him to exercise his pie-chotive rights.

This right may also be waived by affirmative written waiver submitted by 96 Marct 51de 111129 corporation within thirty (30) days of receipt of notice from the corporation. SECRE IARY OF STATE TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation, and in so doing acknowledges his acceptance of the duties and responsibilities of serving as Registered Agent of this corporation on this 21 day of 2, 1996.

Henry A. Lowenstein as Incorporator & Registered Agent

STATE OF FLORIDA)

(SS)

(COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Henry A. Lowenstein, to me known to be the person who executed the foregoing Articles of Incorporation, and has acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of Feb. 1996.



Notary Public - Vanessa Gold

State of Florida

Henry A. Lowenstein is personally known to me.

My Commission Expires: August 21, 1998