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TO: DIVISION OF CORPORATIONS

FROM: LENO MOTIVATIONAL, INC.

DEPARTMENT OF TREASURY

1402 W. FLAGLER ST

STATE OF FLORIDA

TALLAHASSEE, FLORIDA

305 W. WASHINGTON ST

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NAME: LENO MOTIVATIONAL, INC.,

FAX AUDIT NUMBER: H90000003410

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W. CURTIS ELLIOTT, ESQ., JR.
CULP ELLIOTT & CARPENTER
227 WEST TRADE ST.
CHARLOTTE, N. CAROLINA 28202
(704) 872-6522
N. CAROLINA BAL # 9219

ARTICLES OF INCORPORATION
OF
LENO MOTIVATIONAL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Leno Motivational, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purposes of this Corporation is to provide sales management and training products and to transact all other lawful business as provided in Chapter 607, Florida Statutes.

ARTICLE III

EFFECTIVE DATE; DURATION

The effective date of this corporation is the date of the filing with and acceptance by the Secretary of State, and its duration shall be perpetual.

ARTICLE IV

STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	CLASS OF <u>STOCK</u>
50,000	\$1.00	Class A Voting Common
950,000	\$1.00	Class B Non-voting Common

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED OFFICE

The principal office and initial registered office shall be at 4018 South West 27th Court, Cape Coral, Lee County, Florida 33914, and the initial registered agent at that address shall be Nicholas M. Leno. The above address shall constitute the official mailing address of the corporation.

9116000001416

ARTICLE VI

BOARD OF DIRECTORS

The initial board of directors shall consist of two (2) directors. The initial directors shall be:

Nicholas M. Leno
4018 South West 27th Court
Cape Coral, Lee County, Florida 33914

Estelle Leno
4018 South West 27th Court
Cape Coral, Lee County, Florida 33914

ARTICLE VII

INCORPORATOR


The name of the Incorporator is W. Curtis Elliott, Jr., Esquire, and the address of the incorporator is CULP ELLIOTT & CARPENTER, P.L.L.C., 227 West Trade Street, Suite 1500, Charlotte, North Carolina 28202.

ARTICLE VIII

AMENDMENTS

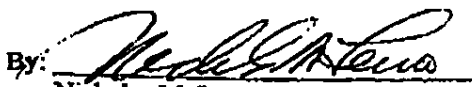
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22 day of February, 1996.


W. Curtis Elliott, Jr., Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

By: 
Nicholas M. Leno

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WITNESS my hand and official seal in the State and County aforesaid, this 22nd day of February, 1996.

Jade D. Robey
Printed Name of Notary

3/31/99

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SECOND JUDICIAL DISTRICT CLERK
TALLAHASSEE, FLORIDA

44-38861-1000