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Transmittal Letter

March 25, 1996

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

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-03/28/96--01055--011  
\*\*\*\*131.25 \*\*\*\*131.25


Subject: **WATSON INFORMATION NETWORK, INC.**

Enclosed is an original and one (1) copy of the Articles of Incorporation for the subject corporation, along with a check for One Hundred Thirty One Dollars and Twenty Five cents (\$131.25) to cover the cost of the filing fee, certified copy (additional copy provided), and certificate.

From: Marc A. Watson  
8540 Summerville Place  
Orlando, Florida 32819

Daytime Phone: 407-354-5778  
Fax Number: 407-354-5780

Sincerely,

  
Marc A. Watson

FILED  
96 MAR 28 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAS  
4/3/96

ARTICLES OF INCORPORATION  
OF  
WATSON INFORMATION NETWORK, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Article of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be WATSON INFORMATION NETWORK, INC.

ARTICLE II

The general character of the business to be transacted by this corporation is:

To engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation in which it conducts business;

To acquire by purchase, lease, license, or otherwise the ownership or rights to use all types of information, including but not limited to authored or developed materials, writings, broadcasts, software, photography, publications, audio or video information, digital information, any or all of which may be copywrite protected or not, and to utilize this information in any manner for redistribution in the same or altered format;

To acquire through any means, the personal property necessary to conduct the business or complete the transactions of the corporation;

To publish, produce, develop, direct, author, or create any and all types of information in all available media for distribution;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in that corporation's character of business.

### ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is One Thousand shares of common stock, each share having no par value. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the directors or stockholders of this corporation at any regular or special meeting.

The corporation may purchase its own shares of capital stock out of unreserved and unrestricted earned surplus available thereto and as otherwise provided by law, or as elsewhere stated in the bylaws. None of the holders of any stock of the corporation now or hereafter authorized shall have pre-emptive rights with respect to such stock. The corporation shall have first right of refusal on stock of any withdrawing shareholder.

### ARTICLE IV

The minimum amount of the capital with which this corporation shall begin business is One Thousand Dollars (\$1,000).

### ARTICLE V

The corporation shall have perpetual existence.

### ARTICLE VI

The principal place of business for the corporation shall be 8540 Summerville Place, Orlando, Florida 32819.

### ARTICLE VII

The names and addresses of the officers of this corporation, who, subject to the provisions of the Articles of Incorporation, bylaws of the corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Sherre R. Watson	President	8540 Summerville Pl Orlando, FL 32819
Marc A. Watson	Secretary/Treasurer	8540 Summerville Pl Orlando, FL 32819

ARTICLE VIII

This corporation shall have not less than two and not more than five (5) directors who shall be responsible for managing the affairs of the corporation. The initial directors who have been duly qualified and elected in accordance with the corporation's by laws shall be those persons listed above in ARTICLE VII. The directors will be elected at the annual meeting of the corporation.

STATE OF FLORIDA  
COUNTY OF ORANGE

Sherre R. Watson

The foregoing instrument was acknowledged before me this 12 day of March, 1996, by Sherre R. Watson, who is personally known to me.  
Witness my hand and official seal in the State and County last aforesaid, this 12 day of March, 1996.



THELMA E. NELSON  
My Commission CC365289  
Expires Apr. 18, 1998  
Bonded by HAI  
800-422-1555

STATE OF FLORIDA  
COUNTY OF ORANGE

Marc A. Watson

The foregoing instrument was acknowledged before me this 12 day of March, 1996, by Marc A. Watson, who is personally known to me.  
Witness my hand and official seal in the State and County last aforesaid, this 12 day of March, 1996.



THELMA E. NELSON  
My Commission CC365289  
Expires Apr. 18, 1998  
Bonded by HAI  
800-422-1555

REGISTERED AGENT CERTIFICATE

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared MARC A. WATSON, to me known to be the individual described in the Registered Agent Certificate and acknowledges before me that he is the Registered Agent for WATSON INFORMATION NETWORK, INC., said Registered Agent's address being 8540 Summerville Place, Orlando, Florida 32819.

Marc A. Watson  
MARC A. WATSON

Witness my hand and official seal in the County and State named above, this 12 day of March, 1996.



THELMA E. NELSON  
My Commission CC365289  
Expires Apr. 18, 1998  
Bonded by HAI  
800-422-1555

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: WATSON INFORMATION NETWORK

2. The name and address of the registered agent and office is:

MARC A. WATSON  
(NAME)  
8540 SUMMERVILLE PLACE  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)  
ORLANDO FL. 32819  
(CITY/STATE/ZIP)

FILED  
96 MAR 28 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Marc A. Watson  
(SIGNATURE)

3/25/96  
(DATE)