

TRANSMITTAL LETTER

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 4, 1996

JOEL A. SHOR CPA
170 SPANISH RIVER BLVD. WEST
BOCA RATON, FL 33431

SUBJECT: SEMINARS, INC.
Ref. Number: W96000007348

We have received your document for SEMINARS, INC. and check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00015530



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Brenda Baker
Corporate Specialist

Letter Number: 796A00015530

ARTICLES OF INCORPORATION
OF
SEMINARS INTERNATIONAL, INC.

REC-23 17:57
26 APR 12 AM 8:44
STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.194 OF THE FLORIDA GENERAL CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE 1- NAME AND MAILING ADDRESS

THE NAME OF THIS CORPORATION IS SEMINARS INTERNATIONAL, INC. THE MAILING ADDRESS IS EDMUND J. BESTOSO, 12025 N.W. 9TH PLACE, CORAL SPRINGS, FLORIDA 33071.

ARTICLE 2 - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE THESE ARTICLES ARE FILED WITH THE DEPARTMENT OF STATE.

ARTICLE 3- PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSE:
SALES AND MARKETING AND ANY OR ALL LAWFUL BUSINESS.

ARTICLE 4- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 5000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK WHICH SHALL BE DESIGNATED " COMMON SHARES ".

ARTICLE 5- INITIAL REGISTERED OFFICE AND AGENT

THE STREET AND THE MAILING ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 12025 N.W. 9TH PLACE, CORAL SPRINGS, FLORIDA 33071 AND THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS EDMUND J. BESTOSO.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND MAILING ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS: EDMUND J. BESTOSO, 12025 N.W. 9TH PLACE, CORAL SPRINGS, FLORIDA 33071.

ARTICLE 7 - INCORPORATOR

THE NAME AND MAILING ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS : EDMUND J. BESTOSO , 12025 N.W. 9TH PLACE, CORAL SPRINGS, FLORIDA 33071.

ARTICLE 8- RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNT OF THE SET OPPOSITE THEIR NAMES:

EDMUND J. BESTOSO

500 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION. ALL UNISSUED SHARES OF STOCK MUST BE GRANTED WITH UNANIMOUS APPROVAL, OF THE BOARD OF DIRECTORS PRIOR TO THEIR INSURANCE, IF AT ALL.

ARTICLE 9- BYLAWS

THE POWER TO ADOPT ,ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE 10- POWERS

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

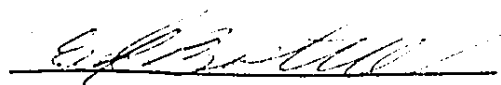
ARTICLE 11- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE 12- AMENDMENT

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.

IN WITNESS WHEREOF , THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 9 DAY OF April, 1996.


EDMUND J. BESTOSO


WITNESS

ACCEPTANCE OF REGISTERED AGENT

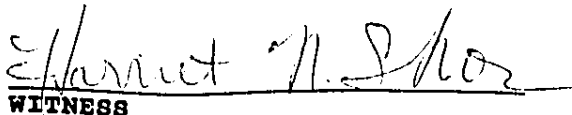
OF

SEMINARS INTERNATIONAL, INC.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED, I HEREBY ACCEPT THE
ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF
CHAPTER 48. 091, FLORIDA STATUTES, RELATIVE TO KEEPING OPEN SAID
OFFICE.



EDMUND J. BESTOSO


WITNESS

FILED
96 APR 12 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA