

P96000067903

ARTICLES OF INCORPORATION
OF *International*
S A T O R I, I N C.

a Florida Corporation

100001897081
-07/17/96--00092--0013
****140.00 *****70.00

Amercomp Professional Services
P.O. Box 310
Muncie, Indiana 47308
Richard A. Randall CPA PC.
1-800-477-0005

FILED
TALLAHASSEE, FLORIDA

95 AUG 13 AM 8:52

Call Richard
Need signature of
the incorporator
8/13/96-DMC

AMERCOMP Professional Services Corp.
Muncie, Indiana / Fort Myers, Florida

Richard A. Randall CPA, PC

Federal Tax Consultation
and Representation

317.282.2549
941.433.5544
FAX 317.282.2311
National 800.477.0005

03 August, 1996

Ms Doris McDuffie
Corporate Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

re: SATORI INTERNATIONAL, INC.
REFERENCE NUMBER: W96000015087

Dear Ms McDuffie,

On or about 20 July, 1996 our check # 5911 from Amercomp Professional Services Corporation was negotiated in an amount of \$ 140.00 to cover the filings of two new Florida Corporations. Satori, Inc. was disallowed after an initial clearance over the telephone due to a conflict with the name.

I am now refiling the Articles of Incorporation under SATORI INTERNATIONAL, INC. Please apply the \$ 70.00 credit from the above reference number for this filing.

Yours Truly,


Richard A. Randall CPA

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WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of the state of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

SATORI INTERNATIONAL, INC.

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To operate any and all activities legally permissible in the State of Florida and the United States of America in the media field either in written, audio, audio-visual, radio, television and live lecture/seminar events.

C. To enter into contracts for the purpose of providing professional services in the fields described in B. above.

D. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage,

pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

E. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences or indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

F. To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could

do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares at ONE DOLLAR per share (\$ 1.00) par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$1,000.00

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The principle office of this corporation shall be located at:

1520 Gulf Boulevard
Suite # 1101
Clearwater, Florida 34630

ARTICLE VII

The Board of Directors of this corporation shall consist of not less than 1 but nor more than 6 members.

ARTICLE VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME

ADDRESS

John M. Mike, M.D.

1520 Gulf Boulevard
Suite # 1101
Clearwater, Florida 34630

Susan L. Mike, M.D.

1520 Gulf Boulevard
Suite # 1101
Clearwater, Florida 34630

ARTICLE IX

The Registered Agent and the registered office for this corporation will be:

Richard A. Randall CPA
2202 West Azeele
Tampa, Florida 33606

ARTICLE X The names and addresses

of each subscriber to these

Articles of Incorporation are as follows:

NAME

ADDRESS

John M. Mike, M.D.

1520 Gulf Boulevard
Suite # 1101
Clearwater, Florida 34630

Susan L. Mike, M.D.

1520 Gulf Boulevard
Suite # 1101
Clearwater, Florida 34630

The Officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

JOHN M. MIKE, M.D. - PRESIDENT

SUSAN L. MIKE, M.D. - SECRETARY

ARTICLE XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time, there shall be elected a minimum of one (1) director who shall hold office for one (1) year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT(s), SECRETARY/TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one (1) year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

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ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

TALLAHASSEE, FLORIDA

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.


REGISTERED AGENT

IN WITNESS WHEREOF, we have hereunto made, subscribed
and acknowledged these Articles of Incorporation.

Virginia M. L. L. L.
WITNESS

R. A. Randall
REGISTERED AGENT/INCORPORATOR

STATE OF Indiana)
COUNTY OF Delaware)
SS:

I HEREBY CERTIFY that on this day personally appeared
R. A. Randall to me was personally known to
be the same described in and who executed these Articles of
Incorporation and did not take an oath, and acknowledged the
Articles to be the act and deed of the subscriber(s) and that
the facts set forth therein are true.

WITNESS my hand and seal at Muncie, In
County, Delaware this 6 day of August.
1996.

My Commission Expires:

9-7-98

Ella Mae Lemen
NOTARY PUBLIC
Print: ELLA MAE LEMEN
Commission No. 345825