

96000069883

Jeffrey Heitman
105 Miramar Avenue
Royal Palm Beach, Florida 33411

July 1, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Incorporation

Dear Sirs:

Enclosed are the Articles of Incorporation for Conference Planners Plus and a check in the amount of \$131.25.

Filing Fee	\$ 70.00
Certified copy of Articles	52.50
Certificate of Good Standing	8.75
Total	\$131.50

Please file these Articles with the Secretary of State, and return certified copies of the Articles once they have been filed. Please contact me at 1-800-438-9880 if you have any questions.

Thank you in advance for your assistance and cooperation with this matter.

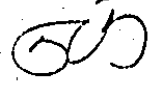
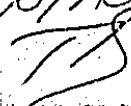
Sincerely,


Jeffrey Heitman

enclosures

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 W96-1425
7/8/96




FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 8, 1990

JEFFREY HEITMAN
105 MIRAMAR AVENUE
ROYAL PALM BEACH, FL 33411

SUBJECT: CONFERENCE PLANNERS PLUS
Ref. Number: W96000014225

We have received your document for CONFERENCE PLANNERS PLUS and check(s) totaling \$131.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 196A00033145

ARTICLES OF INCORPORATION
OF
CONFERENCE PLANNERS PLUS, INC., a Florida Corporation

FILED
SEP 19 1965
MID-05

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of the corporation shall be Conference Planners Plus, Inc., a Florida Corporation and the principal place of business and mailing address of this corporation shall be 105 Miramar Avenue, Royal Palm Beach, Florida 33411.

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

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

Number of Shares Authorized	Par Value Per Share	Class of Stock
1000	.01	Common

The consideration for all of the said stock shall be parable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 105 Miramar Avenue, Royal Palm Beach, Florida 33411, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Jeffrey Heitman.

ARTICLE VI
INITIAL DIRECTORS

The number of directors may increase or decrease, but shall not be less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The name and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Jeffrey Heitman 105 Miramar Avenue Royal Palm Beach, Florida 33411

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is Jeffrey Heitman, at 105 Miramar Avenue, Royal Palm Beach, Florida 33411.

ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST

A. Self dealing with the corporation: No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

B. Dealings with other companies, persons or entities: Without incurring any liability to the corporation or any of its shareholders, any director, officer or shareholder of this corporation may be an officer, director, shareholder or partner of any other entity or transact business whatsoever with any other entity even where said other entity is in direct or indirect competition with this corporation. Furthermore, there shall be no obligation to disclose any such transaction or business arrangement to this corporation.


ARTICLE IX
NO. SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESSS WHEREOF, I, the undersigned, being the Incorporator hereinafter named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true, and hereunto set my hand and seal this 1st day of July, 1996.



Jeffrey Heitman, Incorporator
105 Miramar Avenue
Royal Palm Beach, Florida 33411

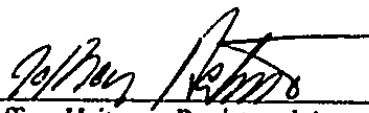
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

Conference Planners Plus, Inc., a Florida corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office at 105 Miramar Avenue, Royal Palm Beach, Florida 33411, in the county of Palm Beach, State of Florida, has named Jeffrey Heitman, at 105 Miramar Avenue, Royal Palm Beach, Florida 33411, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Jeffrey Heitman, Registered Agent
105 Miramar Avenue
Royal Palm Beach, Florida 33411