

996 000 10/72/

Received 12/17/96

Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

Re: JL Seminar Groups, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Julie L. Smith

JL Seminar Groups, Inc.

P.O. BOX 2374
KEY LARGO, FL 33037

(305) 451-3303

FILED
96 DEC 17 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL DEC 18 1996

ARTICLES OF INCORPORATION

of

JL Seminar Groups, Inc.
(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

JL Seminar Groups, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>JULIE A. SMITH</u>		
ADDRESS	<u>136 OCEAN SHORES DRIVE</u>		
CITY	<u>KEY LARGO</u>	FLORIDA	ZIP <u>33037</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>JL SEMINAR GROUPS, INC.</u>		
ADDRESS	<u>P.O. BOX 2374</u>		
CITY	<u>KEY LARGO</u>	FLORIDA	ZIP <u>33037</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>JULIE A. SMITH</u>		
ADDRESS	<u>136 OCEAN SHORES DRIVE</u>		
CITY	<u>KEY LARGO</u>	STATE <u>FLORIDA</u>	ZIP <u>33037</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

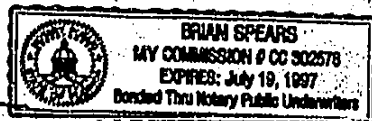
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Julie A. Smith		
ADDRESS	136 OCEAN SHORES DRIVE		
CITY	KEY LARGO	STATE	FLORIDA ZIP 33037
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 9 day of Dec, 19 96

Julie A. Smith (Seal)
 (Seal)
 (Seal)

[Signature]



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FILED

96 DEC 17 AM 9:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JL SEMINAR GROUPS, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at P.O. BOX 2374

KEY LARGO, FL 33037

has named Julie A. Smith

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Julie A. Smith
(registered agent)