

Date: March 21, 1997

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

Re: The Training Video Network, Inc.

900002120139--8
-03/21/97--01027--002
****122.50 ****122.50

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.

William L. Moffett
The Training Video Network, Inc.

Mailing Address of Corporation:

The Training Video Network, Inc.
22 Arkansas Road
Lehigh, Florida 33936

WLM
3/26

ARTICLES OF INCORPORATION

THE TRAINING VIDEO NETWORK, INC.
(name of corporation)

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.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

THE TRAINING VIDEO NETWORK, 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 THREE THOUSAND shares (3,000) of STOCK
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>WILLIAM L. MOFFETT</u>		
ADDRESS	<u>33 ARKANSAS ROAD</u>		
CITY	<u>LEHIGH ACRES</u>	FLORIDA	ZIP <u>33936</u>

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

NAME			
ADDRESS	<u>"SAME AS ABOVE"</u>		
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) 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:

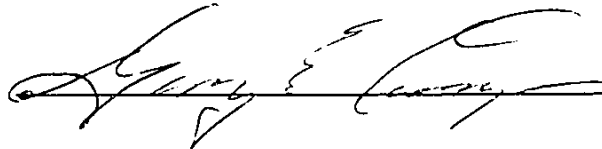
NAME	<u>MR G. WOODY CARRINGER</u>		
ADDRESS	<u>149 DOGWOOD LANE</u>		
CITY	<u>FORT MYERS BEACH</u>	STATE <u>FLORIDA</u>	ZIP <u>33931</u>
NAME	<u>MR. WILLIAM L. MOFFETT</u>		
ADDRESS	<u>2506 WEST 7TH ST.</u>		
CITY	<u>LEHIGH ACRES</u>	STATE <u>FLORIDA</u>	ZIP <u>33971</u>
NAME	<u>MR. JAMES J. CLEMENTS</u>		
ADDRESS	<u>96 EAST MARIANA AVE.</u>		
CITY	<u>N. FORT MYERS</u>	STATE <u>FLORIDA</u>	ZIP <u>33917</u>

ARTICLE VII - INCORPORATORS

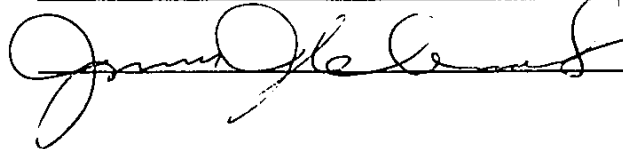
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MR. G. WOODY CARRINGER		
ADDRESS	149 DOGWOOD LANE		
CITY	FORT MYERS BEACH	STATE	FLORIDA ZIP 33931
NAME	MR. WILLIAM L. MOFFETT		
ADDRESS	2506 WEST 7TH STREET		
CITY	LEHIGH ACRES	STATE	FLORIDA ZIP 33971
NAME	JAMES J. CLEMENTS		
ADDRESS	96 EAST MARIANA AVE.		
CITY	N. FORT MYERS	STATE	FLORIDA ZIP 33917

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 21ST day of MARCH, 1997.

 (Seal)

____ (Seal)

 (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

THE TRAINING VIDEO NETWORK, 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 33 ARKANSAS ROAD
LEHIGH ACRES, FLORIDA 33936

has named MR. WILLIAM L. MOFFETT

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.

(registered agent)