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EMPIRE CORPORATE KIT COMPANY
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((H97000006090 9))

TO: DIVISION OF COMPOSITION

FAX #: (904) 922-1001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: INTERNATIONAL SEMINAR, INC.
AUDIT NUMBER.....H97000006090
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

INTERNATIONAL SEMINAR, INC.

ARTICLE I NAME OF CORPORATION

The name of this corporation shall be:
INTERNATIONAL SEMINAR, INC.

With the principal place of business located at:
141 NE 3RD AVE SUITE 900A
MIAMI, FL 33132

ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of Common Stock, par value \$0.01 (one U.S. cent) per share.

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
141 NE 3RD AVE SUITE 900A
MIAMI, FL 33132

The Name of the initial REGISTERED AGENT of this Corporation is:
DERCY ALVES

PREPARED BY: THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ
RICARDO SANTIAGO SANCHEZ, ESQ., FLA. BAR # 835283
141 NE 3RD AVE 9TH FLOOR MIAMI, FL 33132 (305) 373-6211

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

President - DERCY ALVES

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

DERCY ALVES
141 NE 3RD AVE SUITE 900 A
MIAMI FL 33.132

ARTICLE VIII -- INDEMNIFICATION

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

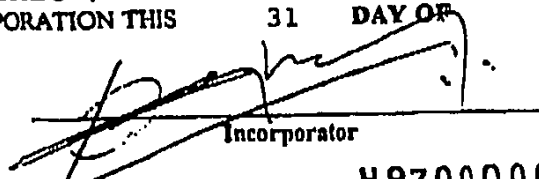
ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 31 DAY OF MARCH OF 1996.


Incorporator

H97000006090

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT INTERNATIONAL SEMINAR, INC
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY
OF DADE, STATE OF FLORIDA HAS APPOINTED:

DERCY ALVES

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

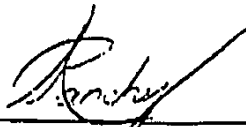
ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

INTERNATIONAL SEMINAR, INC

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT
FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES.

THIS 31 DAY OF MARCH, 1997.



Registered Agent

H97000006090

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED.

INTERNATIONAL SEMINAR, INC.

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE
ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND
AFFIXED MY OFFICIAL SEAL,

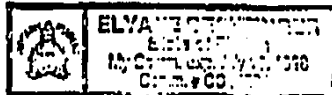
IN THE STATE AND COUNTY AFORESAID

THIS 31 DAY OF MARCH, 1997.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SPECIFIC POWER OF ATTORNEY

BE IT KNOWLEDGED, THAT I. INTERNATIONAL SEMINAR, INC. OF
 FL, THE UNDERSIGNED, TO HEREBY GRANT A
 LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LEGAL, INC. OF
 MIAMI FL - AS MY ATTORNEY-IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO
 UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE
 PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE
 ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY
 OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH
 INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE
 SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT
 AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS
 MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF
 ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE
 REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF
 ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF
 MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS

31 DAY OF

MARCH

STATE OF FLORIDA
 COUNTY OF DADE

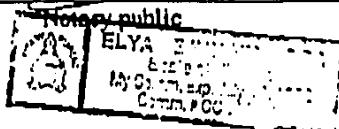
On / / before me, ELYANE BECHTINGER personally appeared:

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose
 name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed
 the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the
 instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature

(Seal)



Affiant Known ☒ Produced ID
 Type of ID

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