

P97000041723

LAW OFFICES OF
IRVIN W. NACHMAN, P.A.

4441 STIRLING ROAD
FORT LAUDERDALE, FLORIDA 33314

IRVIN W. NACHMAN

(305) 792-7338

May 5, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32311

900002169419--6
-05/07/97--01051--029
****122.50 ****122.50

Re: Construction Industry Professional
Seminars, Inc.

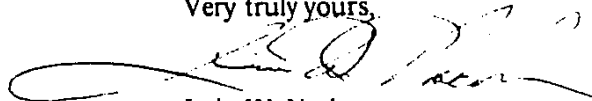
Dear Sir:

Enclosed please find Articles of Incorporation for the above-named corporation to be filed together with our check to cover the cost of filing, certified copies and the designation of Registered Agent.

Upon filing, we would ask that you return the certified copies to this office.

Thank you for your continued courtesies and cooperation.

Very truly yours,



Irvin W. Nachman
For the Firm

;ghm
encls.

MAY 12

B5B

FILED
97 MAY -7 AM 9:26
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CONSTRUCTION INDUSTRY PROFESSIONAL SEMINARS, INC.

FILED
97 MAY -7 AM 9:26
STATE
FLORIDA

The undersigned, for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the corporation (the "Corporation") is Construction Industry Professional Seminars, Inc.

ARTICLE II

The general nature of the business to be transacted is as follows:

Section 1: To engage in and carry on any business or businesses for the preparation or delivery of information to educate by professional seminar and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other state in the United States or in any foreign country, including the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

Section 2: To engage in any enterprise, calculated or designed to be profitable to this Corporation and in conformity with the Laws of the State of Florida.

Section 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

Section 4: To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of anyone of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or in any other state in the United States or in any foreign country.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is Five Hundred (500) at One Dollar (\$1.00) par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The mailing address and the principal office of the Corporation is 2701 West Oakland Park Boulevard, Suite 300, Oakland Park, Florida 33311-1331. The initial registered agent for the Corporation at that address is Ross Spiegel, its president. The Corporation may have such other places of business both within and without the State of Florida and in foreign countries as may be necessary and convenient.

ARTICLE VII

This Corporation shall exist perpetually.

ARTICLE VIII

The initial board of directors shall consist of two (2) members. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one. The names and address of the persons who will serve on the board of directors are:

Name	Address
Ross Spiegel	2701 West Oakland Park Blvd. Suite 300 Oakland Park, Florida 33311-1331
Paul W. Just, III	1003 SE 17th Street Suite 200 Ft Lauderdale, Florida 33316-2183

ARTICLE IX

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Ross Spiegel	2701 West Oakland Park Blvd. Suite 300 Oakland Park, Florida 33311-1331
Paul W. Just, III	1003 SE 17th Street Suite 200 Ft Lauderdale, Florida 33316-2183

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XII

In accordance with F.S. 607.0203, the date of corporate existence of this Corporation shall be the date of subscription and acknowledgement of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 21st day of APRIL, 1997.

Ross Spiegel
Ross Spiegel

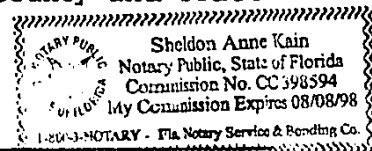
Paul W. Just, III
Paul W. Just, III

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared Ross Spiegel and Paul W. Just, III, known to me to be the persons described as subscribers and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 21 day of APRIL, 1997.

Sheldon Anne Kain
Notary Public, State of Florida
Printed Name: SHELDON ANNE KAIN



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Construction Industry Professional Seminars, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligation of that position pursuant to F.S. 607.0501(3).

Ross Spiegel
Ross Spiegel, Registered Agent

Date: APRIL 21, 1997

FILED
97 MAY -7 AM 9:26
STATE
TALLAHASSEE, FLORIDA