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ERIC W. LUDWIG, P.A.

ATTORNEY AT LAW

FILED

705 DOUGLAS AVENUE
ALTAMONTE SPRINGS, FLORIDA 32714

97 SEP 23 PM 2:56

TELEPHONE
(407) 869-0442

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 17, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

Re: Articles of Incorporation;
Talking NoteBooks, Inc.

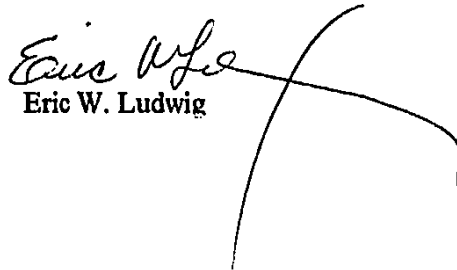
Dear Sir:

Enclosed for filing with the Division of Corporations are Articles of Incorporation for Talking NoteBooks, Inc., and my firm check in the amount of \$122.50 as your fees.

Please file the enclosed documents and return the certificate of incorporation to this office.

If you have any questions, please call. Thank you for your attention to this matter.

Very truly yours,


Eric W. Ludwig

Enclosures

cc: Talking NoteBooks, Inc.

P. Mail SEP 24 1997

ARTICLES OF INCORPORATION
OF
Talking NoteBooks, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these **Articles of Incorporation**, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be **Talking NoteBooks, Inc.**

ARTICLE II

This Corporation shall commence its existence upon its formation, and shall exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

The Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 (TEN THOUSAND) shares of common stock at One Dollar (\$1.00) par value. All or any part of said stock of this Corporation may be paid for wholly or in part with cash or other property, excluding stock or other securities, at a just valuation to be fixed by the

Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V

The initial street address of the principal office of this Corporation in the State of Florida is: 705 Douglas Avenue, Altamonte Springs, Florida 32714. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

This Corporation shall not have less than one (1) Director initially. The number of Directors may be increased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII

The name and address of the sole member of the first Board of Directors is:

**Eric W. Ludwig
705 Douglas Avenue
Altamonte Springs, Florida 32714**

ARTICLE VIII

Pursuant to Florida Statutes §48.091, Eric W. Ludwig, Esquire of 705 Douglas Avenue, Altamonte Springs, Florida 32714, is hereby named as registered agent of this Corporation to accept

service of process within the State of Florida. That Eric W. Ludwig, Esquire, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of Florida Statutes relative to keeping open said office located at the above address.

ARTICLE IX

The 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 Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation may be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid, this 17th day of September 1997.


Eric W. Ludwig

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared Eric W. Ludwig as Subscriber of **Talking NoteBooks, Inc.**, known to me and known by me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

17th IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of September 1997.


NOTARY PUBLIC

My Commission expires:



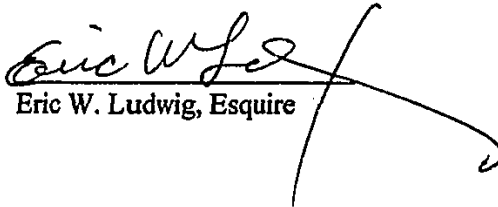
LORI L. DELWICHE
My Commission CC412465
Expires Oct. 10, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

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I, Eric W. Ludwig, Esquire, agree to accept the designation of Registered Agent for Talking NoteBooks, Inc., and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.


Eric W. Ludwig, Esquire

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared Eric W. Ludwig, Esquire, as Registered Agent for Talking NoteBooks, Inc., known to me and known by me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 17th day of September 1997.


NOTARY PUBLIC
My Commission expires:



LORI L. DELWICHE
My Commission CC412485
Expires Oct. 10, 1998
Bonded by HAI
800-422-1555