

P97000090477



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 572261 7129179

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 21, 1997

ORDER TIME : 12:01 PM

ORDER NO. : 572261-005

CUSTOMER NO: 7129179

CUSTOMER: Janet Young, Asst Secretary  
QUEST COMPANY

Suite 200  
921 Douglas Avenue  
Altamonte Sprin, FL 32714

FILED  
97 OCT 21 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THE REAL ESTATE CHANNEL, INC.

EFFECTIVE DATE:

000002325906--6  
-10/21/97--01061--002  
\*\*\*\*122.50 \*\*\*\*122.50

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED  
97 OCT 21 PM 1:21  
DIVISION OF CORPORATION

SN OCT 21 1997

6

**ARTICLES OF INCORPORATION**  
**OF**  
**THE REAL ESTATE CHANNEL, INC.**

FILED  
97 OCT 21 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of legal age do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be **The Real Estate Channel, Inc.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To provide a real estate channel that will be the cutting edge of the trends in the real estate in both the commercial and residential arenas. Information will be provided on technology-oriented tools such as web pages, financial analysis programs, hand-held personal computers, etc and education. The primary focus will be on education and providing up-to-date information on tax legislation, ADA laws, zoning laws, and home inspections. We will interface with state agencies and other real estate organizations in providing them programming for the enhancement and promotion of their disciplines. The Real Estate Channel will provide information on new agent training, prospecting, Agency relationships, organization, record keeping, time management, marketing oneself, negotiation and selling skills, advertising and public relations, and relocation. In the process, we will be bringing all our real estate related professional organizations to the

forefront to realtors as well as to the general public.

### **ARTICLE III**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock and 5,000 shares of preferred stock. The common stock will be offered at \$1.00 per share. The Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

### **ARTICLE IV**

#### **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

### **ARTICLE V**

#### **CORPORATE EXISTENCE**

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

### **ARTICLE VI**

#### **PRINCIPAL PLACE OF BUSINESS**

The initial street address of the principal place of business of the corporation shall be 921 Douglas Avenue, Suite 200, Altamonte Springs, Florida 32714.

### **ARTICLE VII**

#### **INITIAL DIRECTORS**

This corporation shall have not less than one (1) nor more than five (5) directors.

The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The name and street address of the Director of this corporation who shall hold office for the first year or until his successors are chosen shall be:

Stephen J. LaFreniere  
c/o Quest Company  
921 Douglas Avenue, Suite 200  
Altamonte Springs, FL 32714

## **ARTICLE VIII**

### **SUBSCRIBERS**

The name and street address of the Subscriber to these Articles of Incorporation are as follows:

Stephen J. LaFreniere  
c/o Quest Company  
921 Douglas Avenue  
Altamonte Springs, FL 32714

## **ARTICLE IX**

### **REGISTERED AGENT**

The name and address of the Registered Agent to accept service of process within the state on behalf of the corporation is: Stephen J. LaFreniere, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this state. The address of the registered agent is 921 Douglas Avenue, Suite 200, Altamonte Springs, Florida 32714.

## **ARTICLE X**

### **INDEMNIFICATION**

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or by reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

## **ARTICLE XI**

### **AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

## **ARTICLE XII**

### **PRE-EMPTIVE RIGHTS**

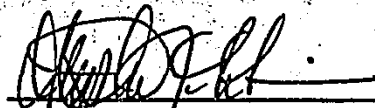
Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

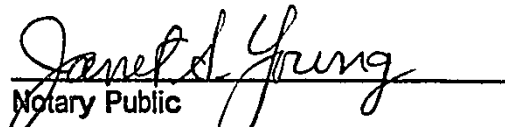
IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set our hands and seals this 9th day of October, 1997

  
Stephen J. LaFreniere

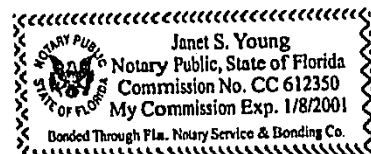
STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared STEPHEN J. LaFRENIERE, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS our hands and official seals this 9th day of October, 1997.

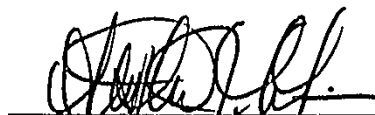
  
Notary Public

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Stephen J. LaFreniere  
Registered Agent

FILED  
OCT 21 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA