

P98800020235

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January 23, 1998

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 5327
Tallahassee, Florida 32301

Re: ATLANTIC INSTRUCTIONAL VIDEOS, II, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Article of Incorporation of ATLANTIC INSTRUCTIONAL VIDEOS, II, INC., to be registered as a Florida Corporation. Please issue the Certificate of Incorporation and return the same to my office together with a certified copy of the Articles.

Also, enclosed is a check in the amount of \$122.50 to cover the following fees:

| | | |
|----------------------|----------|-----------------------|
| Filing Fee: | \$35.00 | |
| Certified Fee: | 52.50 | 300002443923--1 |
| Registered Agent Fee | 35.00 | -03/02/98--01052--006 |
| | | ****122.50 ****122.50 |
| TOTAL | \$122.50 | |

Thank you for your cooperation and prompt attention to this matter. Should you have any further questions, then please do not hesitate to contact this office.

Very truly yours,

Barry E. Hughes

BEH/dlc

Encls.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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3-3-98
WS

ARTICLES OF INCORPORATION
OF
ATLANTIC INSTRUCTIONAL VIDEOS II, INC.

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is ATLANTIC INSTRUCTIONAL VIDEOS II, INC., with its principal office located at 6094 Pheasant Ridge, Port Orange, Florida, 32127.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

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

(a). To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

(b). To direct, promote, buy, sell and generally as directors and promoters deal in instructional videos, cassettes and other material; and to copyright the instructions, stories and discussions appearing therein; to sell advertising space in such videos and cassettes and to engage generally in the business of director and promotor and to acquire the necessary facility and enter into the necessary contracts and agreements for the proper conduct of such business.

(c). To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced.

(d). To purchase, take, receive, lease, sub-lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with the real and personal property or any interest therein, wherever situated.

(e). To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

(f). To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.141 as amended.

(g). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(h). To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(j). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(k). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

(l). To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(m). To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be the aggregate

number of shares this corporation has authority to issue.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI

The mailing address of the principal office of this corporation is 6094 Pheasant Ridge, Port Orange, Florida, 32127, and the name of the registered agent of this of this corporation is Joseph Coury, whose address is 6094 Pheasant Ridge, Port Orange, Florida, 32127.

ARTICLE VII

This corporation shall have one(1) directors initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the shareholders but shall never be less than one (1). The name and address of the initial directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| Joseph V. Coury | 6094 Pheasant Ridge Port Orange, Florida 32127 |

ARTICLE VIII

The name and address of the incorporators are:

| | |
|-----------------|---|
| Joseph V. Coury | 6094 Pheasant Ridge Port Orange, Florida 32127 |
|-----------------|---|

ARTICLE IX

The stock of this corporation shall further be restricted as to transfer. No shareholder shall sell, assign, encumber or otherwise dispose of his stock either in whole or in part, during his lifetime, without first making a written offer to sell such shares to the corporation. The corporation shall have sixty days within which to elect to purchase the stock of the withdrawing shareholder at a price which shall be either

the price at which it is offered to the corporation or the book value of the stock, whichever is lower. The book value shall be determined by the certified public accountant then servicing the corporation, ascertaining the assets and liabilities of the corporation as of the end of the month during which the written offer of the shareholder shall have been made in accordance with the generally accepted accounting principals, except that good will and other intangible property shall be deemed of no value and shall be excluded and not considered. The accountant shall determine the net assets by subtracting the liabilities from the assets and shall divide the net assets by the number of common shares issued and outstanding to arrive at the value of each common share. The purchase price, if the book value price is used, shall then be the value of each share, multiplied by the number of shares held by the withdrawing shareholder.

If no election to purchase the stock of the withdrawing shareholder is made by the corporation, then the withdrawing shareholder shall make a written offer to sell their stock to the other shareholders of the corporation for the same price and subject to the same conditions as offered to the corporation. Each shareholder shall be empowered to purchase a portion of the shares offered based on the ratio of the shares owned by all of the non-withdrawing shareholders, except that if any shareholder does not purchase their portion of the shares offered, such portion shall then be available to the other shareholders on a proportional basis.

If no election is made, either by the corporation or by any of the other shareholders to purchase the offered stock, the withdrawing shareholder shall be free to dispose of their stock without regard to the terms of this Article, provided, however, that the sale of such stock not be made at any lower price than that at which it was offered to the corporation originally and provided further that the sale of stock shall not be made later than 120 days after the stock was offered to

the corporation or other shareholders as set forth herein.

All stock issued by the corporation shall have a reference upon the certificate of stock as follows: "NOTICE IS HEREBY GIVEN that the sale, assignment, transfer, pledge, or other disposition of the shares of capital stock represented by this certificate are subject to restrictions upon transfer as set forth in the Articles of Incorporation of this corporation, a copy of said Articles being on file in the office of the Secretary of the corporation and the Office of the Secretary of State of the State of Florida." Any attempted sale in violation of this provision shall be null and void.

ARTICLE X

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XIII

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of

conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIV

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23rd day of

Friday January, 1998.


JOSEPH V. COURY

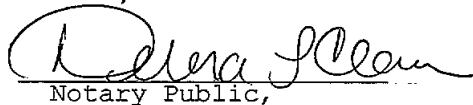
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOSEPH V. COURY known to me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 23rd day of January, 1998.



DEBRA L. CLARK
My Commission CC443573
Expires Mar. 06, 1999
Bonded by HAI
800-422-1555


Notary Public,

My Commission Expires:

Pursuant to Chapter 607.164 as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for Atlantic Instructional Videos, Inc., with an office at 6094 Pheasant Ridge, Port Orange,

Florida, 32127 therefore to act as Registered Agent in accordance
with the provisions of the said Statute.


JOSEPH V. COURY

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SECRETARY OF STATE
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