

EFFECTIVE DATE
4-14-98

P9800035050

Ann E. Neal, P.A.
2451 Brickell Avenue, No. 7-T
Miami, Florida 33129
Tel. (305) 975-5405

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 15 AM 9:42

VIA EXPRESS MAIL

April 14, 1998

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

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Re: Incorporation of Blue Moon Seminars, Inc.

Dear Sir or Madame:

Enclosed are the following:

- (i) one original and one copy of the Articles of Incorporation of "Blue Moon Seminars, Inc."; and
- (ii) a check for \$122.50 payable to the Secretary of State, in payment of the filing fee, certified copy, and registered agent designation.

Please file the original Articles, certify a copy of same, and return the certified copy to me in the self-addressed, stamped envelope enclosed for your convenience.

Sincerely,

A. E. Neal

Ann E. Neal, Esq.
Florida Bar No. 709931

cc: Greg Greene

D. BROWN APR 17 1998

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ARTICLES OF INCORPORATION
OF
BLUE MOON SEMINARS, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

BLUE MOON SEMINARS, INC.

ARTICLE II

Existence

The corporation's existence shall commence effective April 14, 1998.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$0.01 per share.

ARTICLE V

Address

The street address of the initial principal office of the corporation, and its mailing address, is 526 North Rainbow Drive, Hollywood Hills, Florida 33021; attention: Greg Greene.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 2451 Brickell Avenue, Suite 7-T, Miami, Florida 33129. The name of the initial registered agent at such office is Ann E. Neal, Esq.

ARTICLE VII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court.

ARTICLE VIII

Preemptive Rights

The corporation elects to have preemptive rights to the full extent provided by law. Such preemptive rights shall also apply to: (a) shares issued as compensation and shares issued to satisfy conversion or option rights created to provide compensation (whether to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates); (b) shares issued within six months from the effective date of incorporation; and (c) shares sold otherwise than for money.

Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of six (6) months after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of six (6) months is subject to the shareholders' preemptive rights.

ARTICLE IX

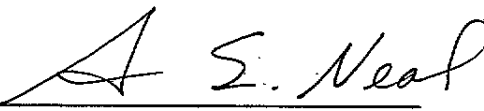
Incorporator

(a) The name and address of the incorporator of the corporation are: Ann E. Neal, 2451 Brickell Avenue, Suite 7-T, Miami, Florida 33129.

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

—oOo—

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of April, 1998.

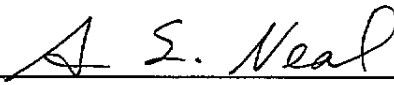


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**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.



Ann E. Neal