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Admitted in Florida, Virginia, and Colorado
Registered to Practice Before the
U.S. Patent & Trademark Office

July 23, 1998

Department of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: NATIONAL EDUCATIONAL LABORATORIES, INC.

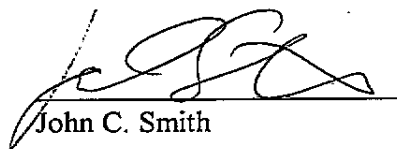
To Whom It May Concern:

Enclosed herewith are two duly-executed copies of the Articles of Incorporation for the above-captioned corporation.

Please file the enclosed Articles of Incorporation and, upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$78.75 to cover incorporation, registered agent and certificate of status fees.

Thank you for your assistance in this matter

Sincerely,


John C. Smith

JCS/jgs
Enclosures

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 27 AM 8:14

B. BROCK JUL 30 1998

ARTICLES OF INCORPORATION

OF

NATIONAL EDUCATIONAL LABORATORIES, INC.

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

ARTICLE I

NAME

The name of the corporation shall be:

NATIONAL EDUCATIONAL LABORATORIES, INC.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To engage in the manufacture and sale of educational video tapes, for use in general household and commercial environments.

(b) To build, purchase, take, receive, lease, or otherwise acquire, own, hold, use, maintain, alter, repair, and improve, sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of buildings, structures, works and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve, maintain, lease, sublease, sell, convey, exchange and transfer space, offices, warehouses, rooms, suites and apartments; and to manufacture, purchase or otherwise acquire, own, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease, or otherwise dispose of fixtures, improvements and furnishings of all kinds and any articles, materials, machinery, equipment and property used for or in connection with any business or property of the corporation.

(c) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deeds of trust, pledge or other lien; or the assumption thereof.

(d) To enter into, perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the purposes of the corporation.

(e) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

(f) To engage in any and all lawful acts or activities related to any of the above.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is 1,000 shares of common stock, having a nominal or par value of \$.50 per share. The

consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than \$.50.

ARTICLE IV

TERM

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be JOHN C. SMITH and the Registered Office shall be located at 4800 N. Federal Highway, Suite A-207, Boca Raton, Florida 33431, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

ARTICLE VI

DIRECTORS

This corporation shall have not less than 1 nor more than 5 directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

Name

Street Address

Mary Ann Riordan

2702 N.E. 24th Street

Lighthouse Point, Florida 33064

Michael Brennock

14 Magnolia Lane

Ormond Beach, Florida 32174

ARTICLE VII

SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation is: Mary Ann Riordan, 2702 N.E. 24th Street, Lighthouse Point, Florida 33064.

ARTICLE VIII

SPECIAL PROVISIO

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meetings all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and

purposes whether or not lawful notice of said meeting shall have given to all shareholders, as required by law or the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county, or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws by that vote.

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The Corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book, or document of this Corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII

AMENDMENT

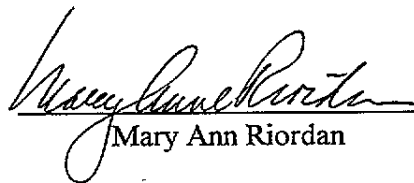
These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XIII

PRINCIPAL OFFICE

The principal office shall be: 2702 N.E. 24th Street, Lighthouse Point, Florida 33064.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Palm Beach County, Florida, this 17th day of July, 1998.

 (SEAL)
Mary Ann Riordan

CERTIFICATE ACCEPTING DESIGNATION


AS

REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of:

NATIONAL EDUCATIONAL LABORATORIES, INC.

and agree to serve as its agent to accept service to process within this State at its Registered
Office.


JOHN C. SMITH

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