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NAME: HEALTH STREAM DISTRIBUTORS, INC.

AUDIT NUMBER.....H98000019221

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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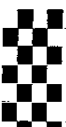
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**ARTICLES OF INCORPORATION
OF
HEALTH STREAM DISTRIBUTORS, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is:

HEALTH STREAM DISTRIBUTORS, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose(s) for which this corporation is organized is any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Said corporation may acquire by purchase, exchange, bequest and subscription or otherwise, and hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal with its own corporate securities or stock or other securities, including, without limitation, any shares of stock, bonds, debentures,

Prepared and submitted by:

JENNIFER L. AUGSPURGER, ESQ. (Fla. Bar No.: 863702)
Jennifer L. Augspurger, P.A.
1900 Corporate Blvd. NW, Suite 400 East
Boca Raton, Florida 33431-8512
Telephone: [561] 988-2557

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notes, mortgages or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof, to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

A. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purpose or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

B. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Class A common voting stock at no par value per share. Fully

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paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding at a shareholder's meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares, or property through merger or extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class, and no issuance of the stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the shareholders of the corporation.

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ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's principal place of business is 3210 S.W.
14th Place, Boynton Beach, FL 33426-9887.

Its initial registered office in Florida is 1900 Corporate Blvd. NW, Suite 400 East,
Boca Raton, Florida 33431-8512, and its initial Registered Agent at that address is
Jennifer L. Augspurger, Esq.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this
corporation is one (1). The name and address of the person to serve as Director until the
first annual meeting of the shareholders, or until his successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Louis DeStefano	3120 SW 14 th Place Boynton Beach, FL 33426-9887

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jennifer L. Augspurger, Esq.	1900 Corporate Blvd. NW, Suite 400 East Boca Raton, Florida 33431-8512

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ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN
CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: [a] the fact of such relationship is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or [b] the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or [c] the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contracts or transactions.

ARTICLE XI - BY-LAWS

The by-laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the shareholders at any meeting thereof.

DATED this 15th day of October, 1998


JENNIFER L. AUGSPURGER, ESQ.

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STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING Articles of Incorporation for "HEALTH STREAM
DISTRIBUTORS, INC." were acknowledged before me this 15th day of October,
1998 by Jennifer L. Augspurger who is ✓ personally known OR who has produced
_____ as identification.


NOTARY PUBLIC - STATE OF FLORIDA

PRINTED NAME: Lynn K. Brown
COMMISSION NO.: _____
MY COMMISSION EXPIRES: _____



LYNN K. BROWN
My Commission CC415871
Expires Oct. 23, 1998
Bonded by HAI
800-422-1886

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to Section 48.091(1) and Section 607.034,

Florida Statutes:

HEALTH STREAM DISTRIBUTORS, INC., desiring to organize under the laws of the State of Florida, has named JENNIFER L. AUGSPURGER, ESQ., 1900 Corporate Blvd. NW, Suite 400 East, Boca Raton, Florida 33431-8512 as its initial registered agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the above-stated office within this state, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

DATED this 15th day of October, 1998.


JENNIFER L. AUGSPURGER, ESQ.

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