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PLEASE RESPOND TO:

Florida Office

October 22, 1998

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

SUBJECT: Jay Lowe Seminars, Inc.

900002671939--4
-10/26/98--01034--010
****122.50 *****78.75

Dear Sirs:

Enclosed is an original and one copy of the articles of incorporation and certificate of designation-registered agent/registered office and a check for \$122.50 (filing fee and certified copy).

Once filed, please return the certified copy of the articles to:

Gibbs & Craze, P. A.
5666 Seminole Boulevard
Suite 2
Seminole, FL 33772

If you have any further questions, please contact our office at (813) 399-8300.

Sincerely,

GIBBS & CRAZE, P.A.

Zachary S. Gray
Zachary S. Gray

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 26 PM 3:24

FILED

P. Hall

OCT 26 1998

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Articles of Incorporation
of
Jay Lowe Seminars, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1

Name of Corporation

The name of the corporation is JAY LOWE SEMINARS, INC.

Article 2

Principal Place of Business

The principle place of business and the mailing address of this corporation is 2900 Cove Cay Drive 1-A, Clearwater, Florida, 33760, Pinellas County.

Article 3

Duration

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Florida Department of State.

Article 4

Purpose

This corporation is organized for the purpose of transacting any or all lawful business under the laws of the State of Florida.

Article 5

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

Article 6

Pre-Emptive Rights

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

Article 7

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2900 Cove Cay Drive 1-A, Clearwater, Florida, 33760, and the name of the initial registered agent of this corporation at that address is James L. Lowe.

Article 8

Directors

Initially, this corporation shall have one (1) director who shall serve until their successors shall be elected or appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws of the corporation. The name of the initial director is James L. Lowe and the address of the initial director is 2900 Cove Cay Drive 1-A, Clearwater, Florida, 33760.

Article 9

The Corporation shall have members. The duties, qualifications, and classifications of members shall be provided in the bylaws of the Corporation.

Article 10

Officers

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed are:

Brian T. Lowe	2900 Cove Cay Drive 1-A, Clearwater, Florida, 33760
James L. Lowe	2900 Cove Cay Drive 1-A, Clearwater, Florida, 33760
Shirley K. Lowe	2900 Cove Cay Drive 1-A, Clearwater, Florida, 33760

Article 11

Incorporator

The name of the incorporator of the corporation is James L. Lowe and the address of the incorporator is 2900 Cove Cay Drive 1-A, Clearwater, Florida, 33760.

Article 12

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to

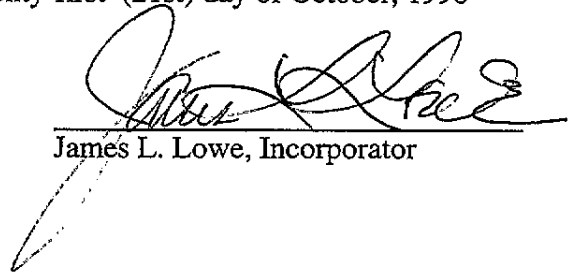
perform his duties as an officer or director as provided in section 607.0831 of the Florida Statutes.

Article 13

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. These Articles of Incorporation may be amended at any time by a majority vote of the shareholders.

In Witness Whereof, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation this twenty-first (21st) day of October, 1998



James L. Lowe, Incorporator

Certificate of Designation Registered Agent/Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: JAY LOWE SEMINARS, INC.
2. The name of the registered agent is: **JAMES L. LOWE**, and the address of the registered office is: **2900 Cove Cay Drive 1-A, Clearwater, Florida, 33760.**

Acceptance By Registered Agent

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

October 21, 1998

Date


James L. Lowe, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA