



ACCOUNT NO. : 072100000032

REFERENCE : 094633 10472A

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Petia Pignatelli*

ORDER DATE : January 11, 1999

ORDER TIME : 1:47 PM

ORDER NO. : 094633-005

CUSTOMER NO: 10472A

900002736989-2

CUSTOMER: Leonard Barrow, Jr., Esq
LEONARD BARROW, JR., ESQ
LEONARD BARROW, JR., ESQ
2418 Colonial Drive

Melbourne, FL 32901

DOMESTIC FILING

NAME: EDUCATIONAL SEMINARS OF
AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 5:35

RECEIVED
99 JAN 11 PM 2:22
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
EDUCATIONAL SEMINARS OF AMERICA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 5:35

The undersigned incorporator, having legal capacity to contract, hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I -- NAME

The name of the corporation shall be:

EDUCATIONAL SEMINARS OF AMERICA, INC.

The address of the principal office of this corporation shall be: 25 Fifth Avenue, Indialantic, FL 32903, and the mailing address shall be the same.

ARTICLE II -- NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, territory or nation.

ARTICLE III -- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having no par value per share.

ARTICLE IV -- REGISTERED OFFICE & AGENT

The street address of the initial registered office of the corporation shall be: 25 Fifth Avenue, Indialantic, FL 32903, and the name of the initial registered agent of the corporation at that address is RICHARD PARKER.

The principal address shall be the same.

ARTICLE V -- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI -- PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII -- SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Sub-Chapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. Seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII -- DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The name and address of the initial member of the Board of Directors is:

RICHARD PARKER	417 Magnolia Avenue
Director	Melbourne Beach, FL 32951

ARTICLE IX -- OFFICERS

The name and address of the initial officers of the Corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are

RICHARD PARKER	417 Magnolia Avenue
President/Secretary	Melbourne Beach, FL 32951

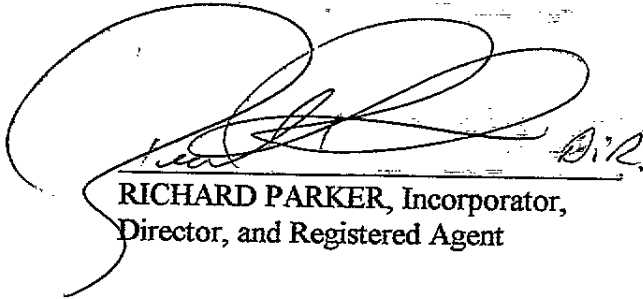
ARTICLE X -- INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation:

RICHARD PARKER	417 Magnolia Avenue
	Melbourne Beach, FL 32951

{execution pages follows}

IN WITNESS WHEREOF, the undersigned Incorporator, Director, and Registered Agent has executed these Articles of Incorporation this 30 day of November, 1998.


RICHARD PARKER, Incorporator,
Director, and Registered Agent

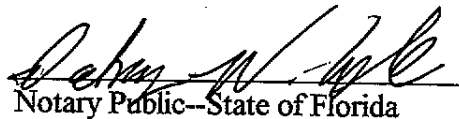
STATE OF FLORIDA:
COUNTY OF FLORIDA:

I hereby certify that RICHARD PARKER (_____), who produced the identification indicated, personally appeared before me this day and acknowledged due execution of the foregoing instrument as his free act and choice.

WITNESS my hand and seal this 30 day of November, 1998.



DABNEY W COLE
My Commission CC437840
Expires Feb. 08, 1999
Bonded by HAI
800-422-1555

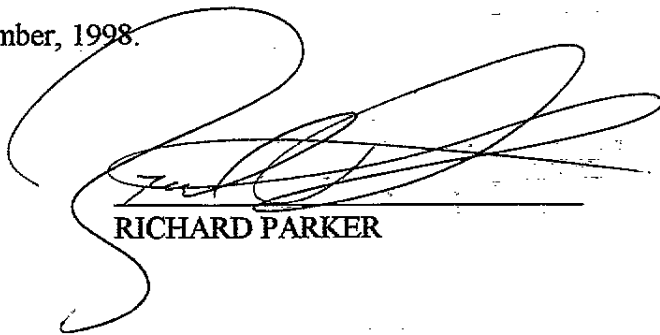

Notary Public--State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 5:35

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, RICHARD PARKER, having been named as Registered Agent, do hereby agree to accept service of process for *EDUCATIONAL SEMINARS OF AMERICA, INC.*, a Florida corporation organized under the laws of the State of Florida, authorized to transact business in this state, at: 25 Fifth Avenue, Indialantic, Florida 32903; designated as the Registered Office for said corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under Section 607.0505, Florida Statutes.

DATED this 30 day of November, 1998.


RICHARD PARKER

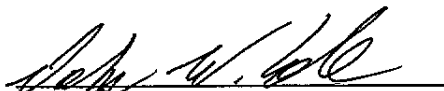
STATE OF FLORIDA:
COUNTY OF BREVARD:

RICHARD PARKER personally appeared before me this day who produced a FLA. DRIVERS' LICENSE as identification, and who acknowledged that he executed the foregoing *Acceptance Of Registered Agent* as his free act and choice.

SWORN TO AND SUBSCRIBED before me this 30 day of November, 1998.



DABNEY W COLE
My Commission CG437840
Expires Feb. 08, 1999
Bonded by HAI
800-422-1555


Notary Public -- State of Florida