

P99000018578

Frederick Graves

& Private Counsel &

1600 NE Dixie Highway # 14-108
Jensen Beach, Florida 34957

561 / 334-4447
Fax: 334-0960

22 February 1999

Florida Secretary of State
Domestic Corporation Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

300002785343--8

-02/24/99--01024--018
*****70.00 *****70.00

Attn: New Filings

Re: Jurisdictionary Corporation

Dear Secretary,

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

Enclosed is my client's check for \$70 to cover the filing fee. No certified copy is needed.

Please notify my office by regular mail of the date and file number of this filing.

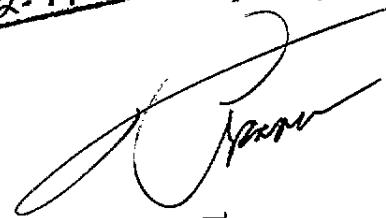
If you require anything further, please contact me *directly* before returning any documents.

Thank you.

EFFECTIVE DATE

2-22-99

Respectfully,



c.c. Jurisdictionary Corporation
David Burkhardt, Tim Burns, Joe Falco

RMC
2/26/99

99 FEB 24 AM 10: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

EFFECTIVE DATE

Articles of Incorporation
of
Jurisdictionary Corporation

2-22-99

FILED

99 FEB 24 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as general incorporator under statutory provisions of the Florida Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

ARTICLE I: Name and Principal Place of Business

The name of this corporation is Jurisdictionary Corporation. The initial principal place of business shall be 3130 Amherst Street, Stuart, Florida 34997 (561-219-4691). The initial mailing address of the corporation shall be c/o Frederick Graves, 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida 34957 (561-334-4447).

ARTICLE II: Commencement and Duration

This corporation shall commence in existence on the date last hereinappearing. If filing is delayed so that more than five (5) days have elapsed from said date hereof and the filing by the Secretary of State, then in that event this corporation shall be deemed to have commenced on that date five (5) days prior to its being filed with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporator's intent that this corporation commence in existence upon the date last hereinappearing, being the date of actual creation. This corporation shall exist perpetually after filing or until sooner terminated by lawful act of its shareholders and directors.

ARTICLE III: Purpose

The purpose for which this corporation is organized is to engage in the publication of principles of due process and the Rule of Law in forms easily understood by average citizens. A principal focus of the corporation initially shall be to develop and market books, pamphlets, study guides, CD-ROMs, internet sites, and other publications of intellectual properties aimed at explaining the principles of due process and the Rule of Law to the public through teaching fundamental maxims of law, rules of civil procedure, and rules of evidence generally followed in civil courts.

ARTICLE IV: Authorized Shares

1. Number. The aggregate number of shares of capital common stock that the corporation shall have authority to initially issue is 10,000 shares of capital common stock with par value one cent (\$0.01) per share.

2. Subscriptions. Frederick Graves, 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida 34957 (561-334-4447); Timothy Diehl Burns, 13860 Wellington Trace, #12 Suite 232, West Palm Beach, Florida 33414 (561-434-2291); Dave Burkhardt, 3130 Amherst Street, Stuart, Florida 34997 (561-219-4691); Joe Falco, Post Office Box 1460, Hobe Sound, Florida 33475 (561-545-9951); each having given good and sufficient consideration therefor in the form of \$50 dollars (total \$200 cash) have subscribed and do subscribe for acquisition of one share each (total 4 shares) of the capital common stock of the new corporation. Each initial subscriber shall have the right to notice and first refusal to purchase additional shares of the corporation at par whenever the board of directors shall authorize issuance of further shares of the corporation, and the board shall require that no subscriber shall have the right to acquire additional shares unless each other subscriber is afforded reasonable opportunity to acquire an equal number of additional shares.

3. Stated Capital. The sum par value of all shares of capital common stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation on the books at any such time.

4. Dividends. The holders of issued shares of capital stock shall be entitled to receive, when and as declared by the directors, annual or quarterly dividends payable either in cash, in property, or issuable shares of the corporation according as the directors shall resolve in accordance with these articles.

5. Other Classes: The corporation shall be authorized to issue additional classes of shares including, but not limited to, non-voting preferred shares upon duly enacted resolution of the board of directors with majority shareholder approval and such other requirements as may be imposed by law.

ARTICLE V: Registered Agent

The initial registered agent of the corporation is Frederick Graves. The address at which he will accept service of process for the corporation is 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida 34957 (561-334-4447). His acceptance of appointment is filed herewith and made a part hereof by reference.

ARTICLE VI: Number of Directors

The number of duly elected directors of this corporation shall be not less than one. Any director, other than Graves, who shall be deemed by the board to have failed to exercise best efforts on behalf of the corporation or otherwise shall be found to be unwilling or unable to exercise best efforts on behalf of the corporation or otherwise fail to show good faith toward the corporation may be removed by unanimous vote of the remaining board members with majority approval of the shareholders at any noticed meeting.

ARTICLE VII: Incorporation Directors

The names and addresses of the persons who shall serve as incorporation directors are: Frederick Graves, 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida 34957 (561-334-4447); Timothy Diehl Burns, 13860 Wellington Trace, #12 Suite 232, West Palm Beach, Florida 33414 (561-434-2291); Dave Burkhardt, 3130 Amherst Street, Stuart, Florida 34997 (561-219-4691); and Joe Falco, Post Office Box 1460, Hobe Sound, Florida 33475 (561-545-9951); who shall serve in the capacity of temporary directors until the organizational meeting, at which meeting they shall appoint a president and secretary *pro temp* who shall by their authority and at their direction issue subscribed shares of the corporation's capital common stock for value received, whereupon the new shareholders will elect permanent replacements to serve and hold office as duly elected directors thereafter in accordance with Florida Law, these articles, and the by-laws of the corporation. Upon taking office, the duly elected directors shall ratify all prior acts of and accept the immediate resignation of the incorporation directors, who shall thereafter have no further powers or obligations.

ARTICLE VIII: Incorporator

The name and address of the incorporator is: Frederick Graves, 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida 34957 (561-334-4447).

ARTICLE IX: Amendment of Articles

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a duly noticed shareholders' meeting provided no such amendment shall contravene the conditions set forth herein with regard to limitations on the corporation's purpose, the rights of Frederick Graves to receive royalties computed on gross revenues as enumerated herein, and the authority of Graves to edit and approve all publications of the corporation directed to third parties or the public in general, anything to the contrary contained herein notwithstanding.

ARTICLE X: Pre-Emptive Rights

Shareholders shall not have pre-emptive rights to purchase additional shares except as otherwise set forth herein with regard to the initial subscribers for shares.

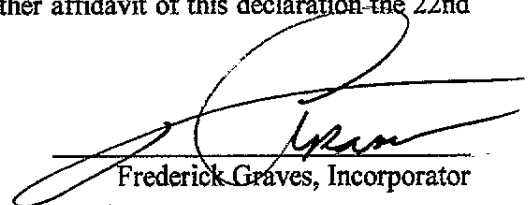
ARTICLE XI: Cumulative Voting

In the election of directors shareholders shall vote their shares cumulatively, i.e., each share casts a number of votes equal to the number of director positions being filled. In all other voting shareholders shall vote their shares directly, i.e., one share casts one vote.

ARTICLE XII: Permanent Covenant with Founder

The incorporator, incorporation directors, and initial subscribers for shares agree that the corporation shall pay and Frederick Graves shall receive 17% of gross revenues of the corporation off the top as a priority payment of royalty fees for use of the trademarked word Jurisdictionary™ owned by Graves and of Graves' other intellectual properties that form the foundation of this corporation and the substance of its anticipated commerce. This article shall not be susceptible to amendment at any time but, rather, is a fixed and permanent condition and covenant that goes to the heart of the bargained for consideration given by Graves to the corporation without which consideration the corporation would have no substance, purpose, or guide. It is the intent of the incorporator, incorporation directors, and initial subscribers for shares that this corporation operate exclusively hereafter as a publisher of general principles of due process and the Rule of Law, that it make its market penetration with use of the trademarked word Jurisdictionary™, and that Graves have final authority with regard to content of all publications including, but not limited to, all promotional materials, advertising, printed and electronic publications, correspondence, and all other communications by the corporation, its officers, directors, employees, agents, or other representatives to third parties or the public in general. In the event of any breach of agreements contained herein Graves shall have the right to enjoin the corporation from using the word Jurisdictionary™ and to enjoin the corporation from publishing any intellectual property created by Graves, edited by Graves, or derived essentially or indirectly from intellectual properties or works of Graves, prevailing party to recover attorney's fees and venue in Martin County, Florida. In the event of Graves' death, all rights of Graves under these articles shall be vested in and exercisable by Graves' estate or persons particularly identified in Graves last will. The authority to edit and approve all publications of the corporation directed to third parties or the public in general shall, at Graves' death, be transferred to a person or persons designated in Graves last will, which such person or persons shall have authority to edit and approve all publications of the corporation for a period not to exceed twenty years after Graves' death, when the authority shall thereafter permanently vest in and rest solely with the board of directors.

IN WITNESS WHEREOF Frederick Graves declares these Articles of Incorporation for Jurisdictionary Corporation, hereunder setting his hand and giving his further affidavit of this declaration the 22nd day of February 1999.

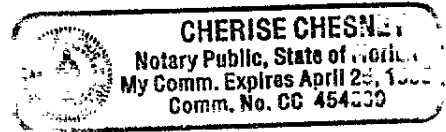

Frederick Graves, Incorporator

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME, the undersigned authority, personally appeared Frederick Graves who being by me first duly sworn or affirmed and identified by Florida Drivers License as the person described hereinabove, did execute the foregoing in my presence as incorporator for Jurisdictionary Corporation

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal the date last hereinabove appearing.

Cherise Chesney 2/22/99
Notary Public, State of Florida at Large



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

FILED

99 FEB 24 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

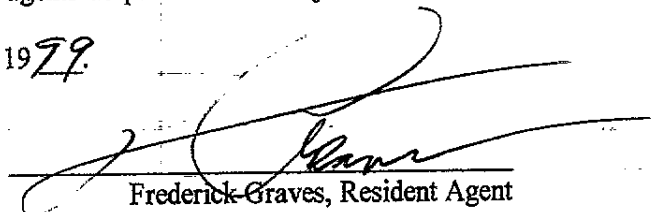
WITNESSETH that *Jurisdictionary Corporation* desiring to organize under the laws of the State of Florida has named its initial registered agent to accept service of process within this State and its initial principal office as indicated in the Articles of Incorporation as: Frederick Graves, whose address at which he will accept service of process for the corporation is 1600 Northeast Dixie Highway #14-108, Jensen Beach, Florida 34957 (561-334-4447).

ACKNOWLEDGEMENT:

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the date last hereinappearing and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 22 day of February 1999.

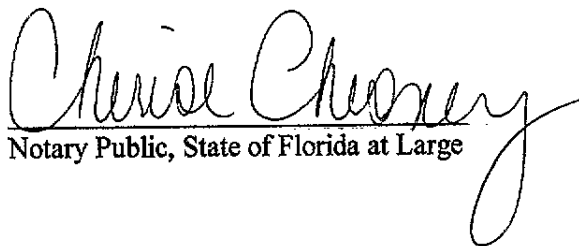


Frederick Graves, Resident Agent

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME personally appeared Frederick Graves who, being by me first sworn or affirmed and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal this 22 day of February 1999.



Notary Public, State of Florida at Large

CHERISE CHESNEY
Notary Public, State of Florida
My Comm. Expires April 2, 1999
Comm. No. CC 451529