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JENNIFER L. WHITELAW

Attorney at Law

3838 TAMiami TRAIL NORTH
THIRD FLOOR
NAPLES, FLORIDA 34103

(941) 262-1001
TELECOPIER (941) 261-0057

INTELLECTUAL PROPERTY
AND RELATED CAUSES

VIA FEDERAL EXPRESS #807046693230

March 4, 1999

Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

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-03/05/99--01064--020
*****78.75 *****78.75

Re: Incorporation - Instant Negotiator, Inc.

Dear Sir or Madam:

I enclose for filing the Articles of Incorporation for Instant Negotiator, Inc. Please file immediately and return the certificate and all other corporate documents to the corporation c/o my office at the above address.

Also enclosed is my law office check for all government, filing, issue and certification fees.

Sincerely

Jennifer L. Whitelaw

Jennifer L. Whitelaw

Enclosures - 2

cc: Mr. Frank R. D'Alessandro

SD 3/10

FILED
99 MAR -5 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of Instant Negotiator, Inc.

The undersigned acting as incorporator of a corporation under the Florida Business Corporations Act adopts the following Articles of Incorporation of such corporation:

ARTICLE I NAME

The name of the corporation is Instant Negotiator, Inc.

The mailing address is c/o Law Offices of Jennifer L. Whitelaw, 3838 Tamiami Trail North, Third Floor, Naples, Florida 34103.

ARTICLE II CORPORATE DURATION

The period of its duration is perpetual.

ARTICLE III PURPOSES

The purpose is to provide a series of non-fiction books, pamphlets, magazines, guides, newsletters, audio tapes, video tapes, records on the subject of business, negotiation, seminars, and life strategies, board games, video games, computer games, information services in the field of business, negotiation, seminars, and life strategies, delivered via a global computer information network and marketing services for a series of non-fiction books, pamphlets, magazines, guides, newsletters, audio tapes, video tapes, records on the subject of business, negotiation, seminars, and life strategies, and the conducting of seminars and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITALIZATION

The Corporation shall have the authority to issue 1,000 shares of common stock with \$1.00 par value.

ARTICLE V REGISTERED OFFICE AND AGENT, INCORPORATOR

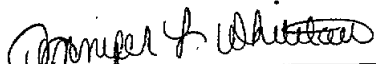
The address of the initial registered office is Law Offices of Jennifer L. Whitelaw, 3838 Tamiami Trail North, Third Floor, Naples, Florida 34103, and the name of its initial registered agent and incorporator at said address is Jennifer L. Whitelaw.

ARTICLE VI DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one, whose name and address is:

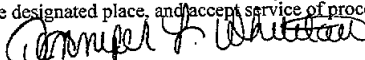
Frank R. D'Alessandro, President, 4516 Longboat Lane, Fort Myers, Florida 33919

Dated: March 4, 1999


Jennifer L. Whitelaw
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned designated as the registered agent hereby agrees to comply with the provisions of the Florida Business Corporation Act, to accept this capacity, maintain the designated place, and accept service of process.


Jennifer L. Whitelaw
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA