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May 3, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: NorthStar Seminars, Inc.

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation and Designation of Registered Agent of NorthStar Seminars, Inc. Also enclosed is a check in the amount of \$122.50 as payment for the following amounts:

\$35.00 - Filing Fee
52.50 - Certified Copy
35.00 - Resident Agent Designation

200002863602--3
-05/05/99--01059--012
*****122.50 *****78.75

I would appreciate your returning the certified copy to me at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,


Leonard Alterman

LA/bjw

Enclosures
cc: Dawn E. Wilson w/ Encl.

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

B. REGISTER MAY 10 1999

ARTICLES OF INCORPORATION

OF

NorthStar Seminars, Inc.

FILED

99 MAY -5 AM 10:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, for the purpose of organizing and incorporating a corporation pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be NorthStar Seminars, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at: 253 Shell Bluff Court, Ponte Vedra Beach, FL 32082.

ARTICLE III

DURATION OF CORPORATION

This corporation shall exist in perpetuity, unless sooner dissolved in accordance with law; and its existence shall commence with the filing of these Articles of Incorporation by the Department of State.

ARTICLE IV

GENERAL PURPOSE

The general purposes for which this corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

The corporation shall have the authority to issue but one class of stock. It shall have the authority to issue 7500 shares of common stock, each of which shall have a par value of \$1.00 and shall have voting rights. Each shareholder shall have preemptive right.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent at such address are:

Registered Agent: Dawn E. Wilson

Address: 253 Shell Bluff Court
Ponte Vedra Beach, FL 32082

ARTICLE VII

DIRECTORS

The corporation shall have not have a Board of Directors, but shall be managed by its Shareholders.

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators who also are the subscribers of stock in the corporation are as follows:

DAWN E. WILSON
253 Shell Bluff Court
Ponte Vedra Beach, FL 32082

THERESE QUINN
7766 Woodsdale Lane
Jacksonville, FL 32256

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this the 19th day of April, 1999.

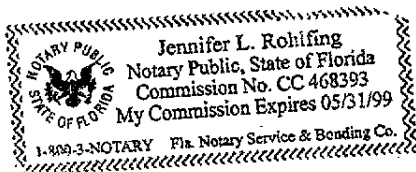

DAWN E. WILSON


THERESE QUINN

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

On this day, before me, an officer duly authorized by law to take oaths and acknowledgments, personally appeared DAWN E. WILSON, who executed the foregoing Articles of Incorporation, that she executed the same for the purposes therein expressed, ☒ who is personally known to me (or) _____ who has produced Florida Driver's License No. _____ as identification, and who ☒ did _____ did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, on this the 5th day of April, 1999.

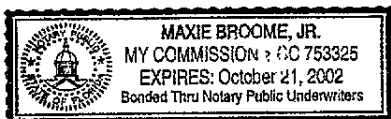


J. J. L. M.
Notary Public
State of Florida at Large
My Commission expires: 5-31-99

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

On this day, before me, an officer duly authorized by law to take oaths and acknowledgments, personally appeared THERESE QUINN, who executed the foregoing Articles of Incorporation, that she executed the same for the purposes therein expressed, ☒ who is personally known to me (or) _____ who has produced Florida Driver's License No. _____ as identification, and who _____ did ☒ did not take an oath.

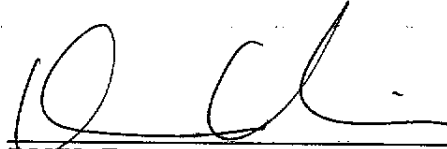
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, on this the 19th day of April, 1999.



Maxie Broome, Jr.
Notary Public
State of Florida at Large
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



DAWN E. WILSON

Date

4-5-99

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