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**ARTICLES OF INCORPORATION
OF
KEY SEMINARS, INC.**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned incorporators do hereby associate ourselves together for the purpose of forming a corporation under the Laws of the State of Alabama and do declare:

ARTICLE ONE

The name of the corporation shall be KEY SEMINARS, INC.

ARTICLE TWO

The objects for which this corporation is formed are:

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1. To do and engage in any and all aspects of the business of conducting training and motivational seminars.
 2. To do and engage in any business which a natural person can do.
 3. To manufacture, purchase or otherwise acquire, own, pledge, sell, assign and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.
 4. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, state, body, politic or government or colony or dependency thereof.
 5. To purchase, acquire, hold, improve, sell, convey, in real and personal property of every kind and character.
 6. To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon, and to sell, lease, maintain, own, repair, and operate such properties.
 7. To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer, or assignment or real or personal property of every nature and description.

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ATTORNEY AT LAW
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BIRMINGHAM, ALABAMA 35209

8. To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law), and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.

9. Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property of any rights or privileges therein which this corporation may think necessary or convenient for the purposes of its business, and to buy, own and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefore.

10. To issue bond, debentures or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation and to secure the same by mortgage, pledge, deed to trust or otherwise.

11. To do all and everything necessary and proper for the accomplishment of the object herein enumerated or necessary or incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

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The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner by powers of the corporation otherwise granted by law.

ARTICLE THREE

The amount of total authorized capital stock of this corporation shall be Five Hundred and no/100 Dollars (\$500.00) consisting of Five Hundred (500) shares of stock of a

par value of One and no/100 Dollars (\$1.00) per share. All stock shall be common stock and non-assessable. The amount of capital with which the corporation will begin business shall be Five Hundred and no/100 Dollars (\$500.00), consisting of Five Hundred (500) Shares of Common Stock with a par value of One and no/100 Dollars (\$1.00) per share, all of which shall be paid in.

ARTICLE FOUR

The address of the initial registered office of the corporation is 3305 Argyle Lane, Birmingham, Alabama 35242 and the name of its initial agent for service of process at said address shall be Walter M. Roberson.

ARTICLE FIVE

The names and post office addresses of the incorporators and the number of shares subscribed and paid for by each are respectively as follows:

Walter M. Roberson 3305 Argyle Lane Birmingham, Alabama 35242	250 Shares
Robert L. Montgomery 400 Walnut St. Gadsden, Alabama 35901	250 Shares

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and

shall qualify are:

Walter M. Roberson
3305 Argyle Lane
Birmingham, Alabama 35242

Robert L. Montgomery
400 Walnut Street
Gadsden, Alabama 35901

ARTICLE SEVEN

The duration of this corporation shall be perpetual.

ARTICLE EIGHT

The corporation powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation or by By-Laws in Amendment thereto.

46 In furthance, and not in limitation of the powers conferred
by statute, the Board of Directors is expressly authorized;

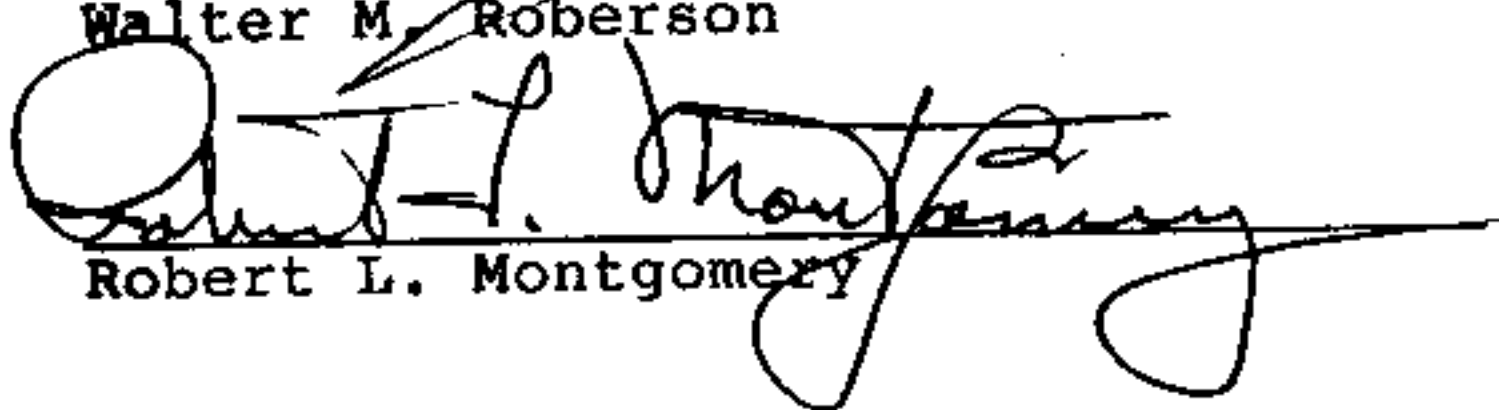
039 (a) To make and alter the By-laws of this corporation but
PAGE By-laws so made by the Directors may be altered or repealed by the
BOOK directors or stockholders.

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates of declaration and payments of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

(c) To make, from time to time, (so far as may be permitted by law) temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the corporation.

The corporation may, in its By-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities conferred by statute.


Walter M. Roberson


Robert L. Montgomery



STATE OF ALABAMA

I, Perry A. Hand, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name _____
Key Seminars, Inc. _____ is reserved as available based

only upon an examination of the corporation records on file in this office for the exclusive use of
Key Seminars, Inc. _____

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the
county in which the corporation was or is proposed to be incorporated is _____ Shelby _____

I further certify that as set out in the application for reservation of corporate name, the Secretary of State's
office does not assume any responsibility for the availability of the corporate name requested nor for any
duplication which might occur.

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In Testimony Whereof, I have hereunto
set my hand and affixed the Great Seal of the
State, at the Capitol, in the
City of Montgomery, on this day.

May 16, 1989 - expires - 9-14-89

Date

Perry A. Hand

Secretary of State

State of Alabama

SHELBY County

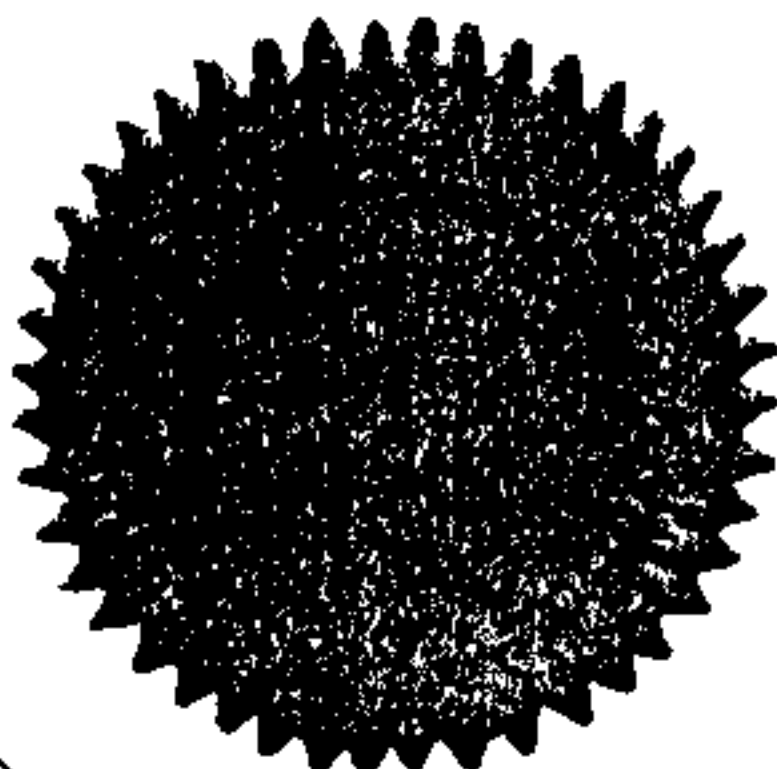
CERTIFICATE OF INCORPORATION OF

KEY SEMINARS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of KEY SEMINARS, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of KEY SEMINARS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 6th day of JUNE, 19 89.



STATE OF ALABAMA
I CERTIFY THAT
INSTRUMENT WAS FILED

89 JUN -6 AM 10:35

Thomas A. Snowdy, Jr.
JUDGE OF PROBATE

Thomas A. Snowdy, Jr.
Judge of Probate

RECORDING FEES

Recording Fee	\$ 35.00
Index Fee	1.00
TOTAL	36.00