



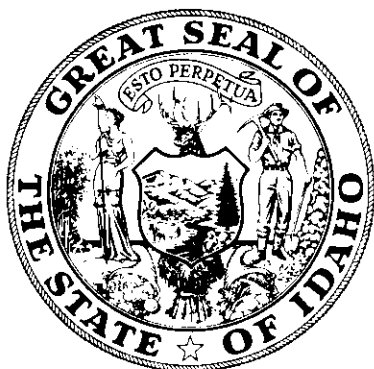
CERTIFICATE OF AUTHORITY  
OF

**AMERICAN PROFESSIONAL MARKETING, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **AMERICAN PROFESSIONAL MARKETING, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **AMERICAN PROFESSIONAL MARKETING, INC.** to transact business in this State under the name **AMERICAN PROFESSIONAL MARKETING, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 18, 1983**



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is AMERICAN PROFESSIONAL MARKETING, INC.
2. \*The name which it shall use in Idaho is N/A
3. It is incorporated under the laws of Oklahoma
4. The date of its incorporation is March 16, 1982 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 4233 Charter Avenue, Oklahoma City, OK 73108
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
See Attached Exhibit A
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Johnny Brown	Pres/Treas/Dir	8104 Brownsville Bethany, OK 73008
Glenn Beadle	V.P./Dir.	12404 Kingsbrook Oklahoma City, OK 73132
Betty Brown	Secy/Dir.	8104 Brownsville Bethany, OK 73008
Jerry Wright	Asst. Secy.	10305 Trafelgar Oklahoma City, OK 73139

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
25,000	Common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 11 March, 1983

AMERICAN PROFESSIONAL MARKETING, INC.

By Glenn J. Beadle  
Glenn J. Beadle

Its Vice President

and Jerry Wright  
Jerry Wright  
Its Asst. Secretary

STATE OF Oklahoma )  
COUNTY OF Oklahoma ) ss:

I, Vicki L. Rysted, a notary public, do hereby certify that on this 11<sup>th</sup> day of March, 1983, personally appeared before me Glenn J. Beadle, who being by me first duly sworn, declared that he is the Vice President of AMERICAN PROFESSIONAL MARKETING, INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Vicki L. Rysted  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

E X H I B I T "A"

The company does not conduct or engage in business within the State of Idaho; the company distributes a variety of consumer products through independent marketing representatives.

The company currently has some consignment inventory in the State of Idaho in the process of disposition. Thereafter, no consignment inventory shall be located in the State of Idaho. The wholesale value of this property is estimated currently at \$9,372.50.

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF TRANSCRIPT

*I, the undersigned Secretary of State of the State of Oklahoma, do hereby certify that the annexed transcript has been compared with the record on file in my office of which it purports to be a copy, and that the same is a full, true and correct copy of:*

ARTICLES OF INCORPORATION

OF

AMERICAN PROFESSIONAL MARKETING, INC.  
(CONSENT)



*In testimony whereof, I have hereunto set my hand and affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City this 11th day of April, 1983*

*Jeannette B. Edmondson*  
Secretary of State

By: *Harry Jones*

384342

OFFICE OF THE SECRETARY OF STATE



**CERTIFICATE OF INCORPORATION**

*To all to Whom these Presents shall Come, Greetings:*

**WHEREAS,** *Articles of Incorporation duly signed and verified of*

AMERICAN PROFESSIONAL MARKETING, INC.

*have been filed in the office of the Secretary of State as provided by the Laws of the State of Oklahoma.*

**NOW THEREFORE,** *I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.*

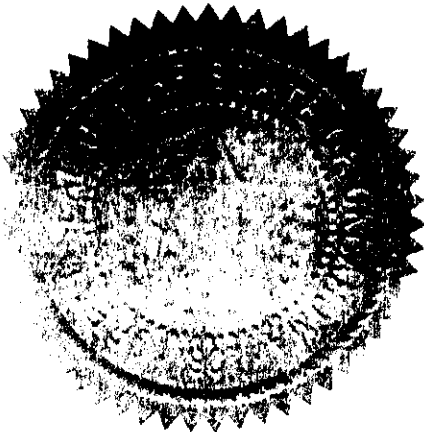
**IN TESTIMONY WHEREOF,** *I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*

*Filed at the City of Oklahoma City, this* 16th,

*day of* March *, A.D. 19* 82

*Jeannette B. Edmondson*  
Secretary of State

*By: Kathleen Quarboll*



ARTICLES OF INCORPORATION  
OF  
AMERICAN PROFESSIONAL MARKETING, INC.

TO THE SECRETARY OF STATE, STATE OF OKLAHOMA:

We, the undersigned Incorporators:

John D. Singleton	2424 Northwest 39th Street Oklahoma City, Oklahoma 73112
Vicki L. Rysted	2424 Northwest 39th Street Oklahoma City, Oklahoma 73112
Julia Smith	2424 Northwest 39th Street Oklahoma City, Oklahoma 73112

being persons legally competent to enter into contracts for the purpose of forming a corporation under "The Business Corporation Act" of the State of Oklahoma, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this Corporation is: American Professional Marketing, Inc. *T.M.F.M.*

ARTICLE TWO

The address of the registered office of the corporation in the State of Oklahoma is 4233 Charter Avenue, Oklahoma City, Oklahoma 73108, and the name of its registered agent at such address is Johnny Brown.

ARTICLE THREE

The duration of the Corporation is perpetual.

ARTICLE FOUR

The objects and purposes for which the corporation is organized are:

1. To devise, develop, create, inaugurate and contract for the establishment of marketing representatives for the purpose of marketing, distributing, selling and purchasing of goods, wares, merchandise, and articles of commerce of every kind and description.

2. To act as public relations, promotion, merchandising counsellors, and business consultants to marketing representatives and in connection therewith to render management, technical, and advisory services to persons, firms, corporations, and others in connection with their relations with employees, associates, stockholders, government officials and agencies, and the general public and any person or special group.

3. To serve in an advisory, managerial, and consultative capacity to corporations, associations, partnerships, individuals, and others, and to establish and maintain bureaus, departments, and staffs for marketing, financial, statistical, inventory, and other consultive work, and to engage generally in the business of providing, promoting, and establishing systems, methods, and controls for marketing and managerial efficiency and operations.

4. To maintain executive and operating personnel for the purpose of advising and assisting marketing representatives and others in all matters relating to the marketing, distributing, selling and purchasing of goods, wares, merchandise and articles of commerce of every kind and description, to furnish business investment and marketing plans and programs, and to assist in formulation of policies and programs in the management of their businesses.

5. To do a general commission business and to accept consignments of merchandise for sale upon commission; to act as selling agents for manufacturers, merchants, and others, to purchase accounts, to finance products of mills, manufacturers, or merchants, and to finance accounts and sales; to provide office and sales forces for manufacturers, mills and others; and to buy and sell all kinds of merchandise.

6. To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

7. From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this corporation or of any corporation in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of this corporation's business, in the profits of this corporation or of any branch or division thereof, as part of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them,



at this corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

8. To purchase, and hold and to sell and transfer (but not to vote) its own shares if and when the capital of this corporation is not thereby impaired, and to purchase, own, hold, sell, transfer, and exercise all rights (other than voting rights) upon or under its own debt obligations, and upon warrants, rights, or options upon or with respect to its own securities.

9. To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public, or municipal, body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the Business Corporation Law of the State of Oklahoma.

10. To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Oklahoma.

11. To such extent as a corporation organized under the Business Corporation Law of the State of Oklahoma may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of the State of Oklahoma or under any act amendatory thereof, supplemental thereto, or substituted therefor.

12. The foregoing clause shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference

from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted by the Business Corporation Law of the State of Oklahoma to corporations organized thereunder, and all ther powers conferred by all acts heretofore or hereafter amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

#### ARTICLE FIVE

The aggregate number of shares which this corporation shall have authority to allot is 25,000, divided into one class. The designation of each class, the number of shares of each class and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	25,000	\$1.00

#### ARTICLE SIX

The amount of stated capital with which it will begin business is \$500.00, which has been fully paid in.

#### ARTICLE SEVEN

The number and class of shares to be allotted by the corporation before it shall begin business, and the consideration to be received by the corporation therefor, are:

<u>Class</u>	<u>Number of Shares</u>	<u>Consideration to be Received Therefor</u>
Common	500	\$500.00

## ARTICLE EIGHT

The number of directors of this corporation shall be specified in the By-Laws, and such number may from time to time be increased or decreased under the By-Laws or any amendment, or change thereof, provided the number of directors of the corporation shall not be less than three (3). The number of directors to be elected at the first meeting of the shareholders is three (3). Directors and officers need not be shareholders. In case of vacancies in the Board of Directors, a majority of the remaining members of the Board, even though less than a quorum, may elect directors to fill such vacancies to hold office until the next annual meeting of the shareholders.

## ARTICLE NINE

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interest in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

## ARTICLE TEN

In furtherance and not in limitation of the powers conferred by the laws of the State of Oklahoma, the Board of Directors of this Corporation is expressly authorized:

1. To make, alter, amend, add to, revise or repeal the By-Laws in any manner not contrary to the laws of the State of Oklahoma.

2. To authorize and cause its officers to execute mortgages and liens upon the property, both real and personal,

and upon the franchise of this corporation.

3. To designate, by resolution passed by a majority of the whole Board, one or more committees, each to consist of one or more directors, which committees, to the extent provided in such resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and shall have power to authorize the seal of this corporation to be affixed by its officers to all papers which may require it.

A majority of the stock issued and outstanding of this corporation having voting power may in the By-Laws confer power additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

#### ARTICLE ELEVEN

No shareholder of this corporation shall have any preemptive or preferential right of subscription to any shares of stock of this corporation, whether now or hereafter authorized, or to any obligations convertible into stock of this corporation, authorized issued or sold.

Signed at Oklahoma City, Oklahoma, this 15<sup>th</sup> day of March, 1982.

  
JOHN D. SINGLETON

  
VICKI L. RYSTED

  
JULIA SMITH

STATE OF OKLAHOMA       )  
                                  ) ss:  
COUNTY OF OKLAHOMA    )

Before me, the undersigned, a Notary Public in and for said County and State on this 15<sup>th</sup> day of March, 1982, personally appeared John D. Singleton, Vicki L. Rysted and

Julia Smith, to me known to be the identical persons who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

  
Notary Public

(seal)

My Commission Expires:

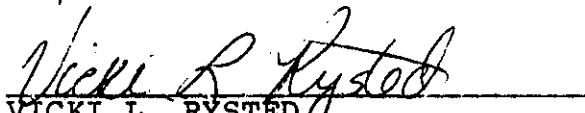
November 27, 1984


AFFIDAVIT AS TO PAID-IN CAPITAL

STATE OF OKLAHOMA       )  
                                  ) ss:  
COUNTY OF OKLAHOMA    )

John D. Singleton, Vicki L. Rysted and Julia Smith, of lawful age, being first duly sworn, each for himself, deposes and says that the above-named affiants constitute a majority of the Incorporators of American Professional Marketing, Inc., a proposed corporation, and that the amount of stated capital with which said corporation will begin business as set out in its attached Articles of Incorporation, has been fully paid in.

  
JOHN D. SINGLETON

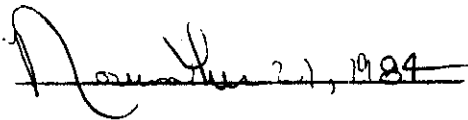
  
VICKI L. RYSTED

  
JULIA SMITH

Subscribed and sworn to before me this 15th day of March, 1982.

  
NOTARY PUBLIC

(seal)  
My Commission Expires:

  
November 21, 1984

W A I V E R

American Professional Marketing, Inc., hereby agrees to the use of its name by Brown Educational Corporation, and in this regard agrees to the filing of Articles of Incorporation and the formation of a new corporation owned by Brown Educational Corporation and called American Professional Marketing, Inc., the Incorporators of said new corporation being John D. Singleton, Vicki L. Rysted and Julia Smith.

That said corporation currently using the name of American Professional Marketing, Inc. is in the process of liquidation and will cease doing business immediately.



GLENN J. BEADLE

Executive Vice-President

American Professional Marketing, Inc.

(CORPORATE SEAL)

ATTEST:



Secretary

STATE OF OKLAHOMA     )  
                                  ) ss.  
COUNTY OF OKLAHOMA    )

Before me, the undersigned, a Notary Public, in and for said County and State, on this 16th day of March, 1982, personally appeared Glenn J. Beadle and Betty Brown, to me known to be the identical persons who executed the foregoing Waiver and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

  
Notary Public

(seal)  
My Commission Expires:

