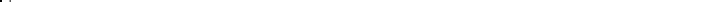


State of Idaho



Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

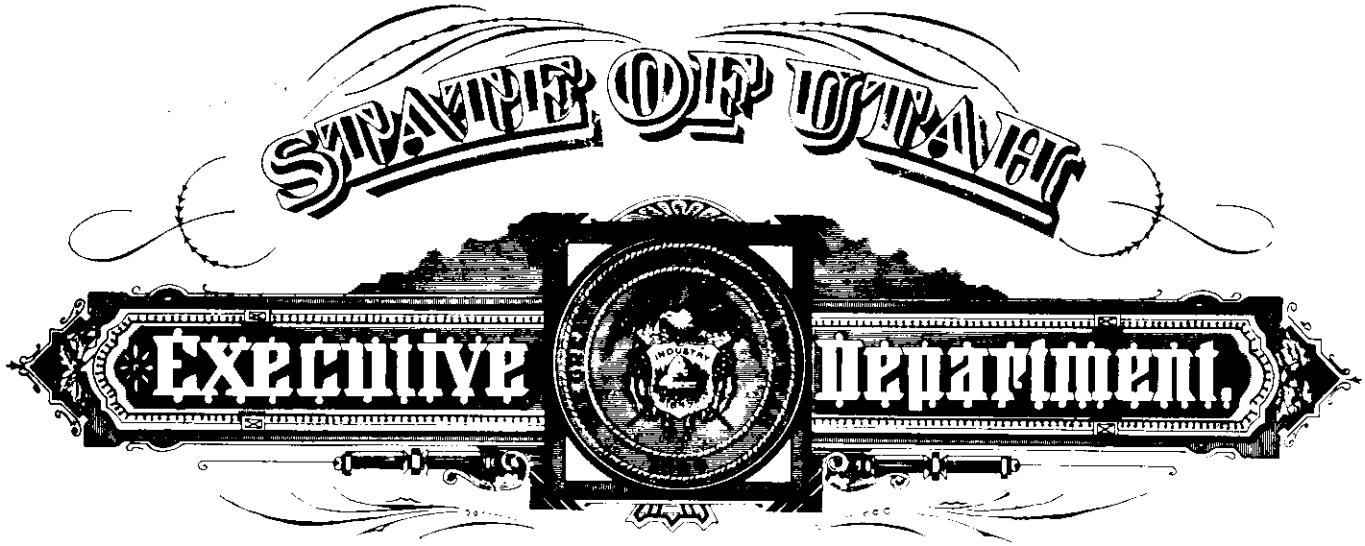
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this _____ day of _____,
A.D., 19_____.
.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



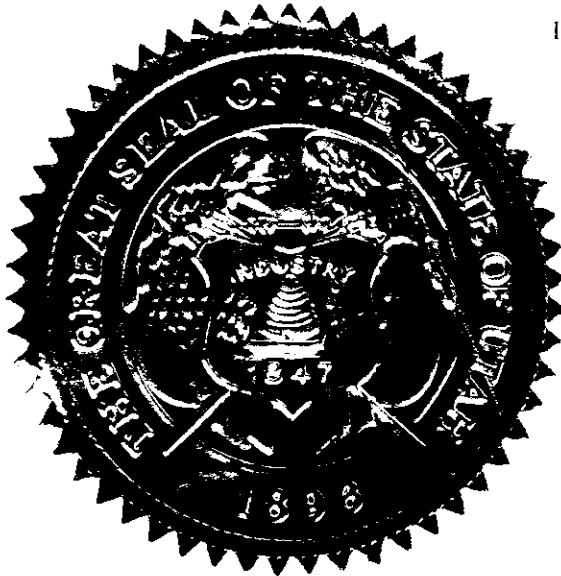
LIEUTENANT GOVERNOR/SECRETARY OF STATE'S OFFICE

I, CLYDE L. MILLER, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE
OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles
of Incorporation for INTERNATIONAL INSTITUTE, INC. which is a Utah corporation
that was filed in this office January 10, 1975 and said corporation is
in good standing.

064568

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND
AND AFFIXED THE GREAT SEAL OF THE STATE OF
UTAH AT SALT LAKE CITY, THIS 29th DAY

OF December 1976
BY George L. Miller
AT GOVERNOR/SECRETARY OF STATE
AUTHORIZED PERSON



State of Utah
ARTICLES OF INCORPORATION

On the day of January 15, 1971 OF

CLYDE L. REED
Secretary of State, of INTERNATIONAL INSTITUTE, INC.

Filing Clerk, Utah Business

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons
of the age of twenty-one or more, for the purpose of
organizing a corporation pursuant to the Utah Business
Corporation Act, do hereby adopt the following Articles
of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of the corporation is INTERNATIONAL
INSTITUTE, INC.

ARTICLE II

Existence

The existence of the corporation shall be
perpetual unless dissolved according to law.

ARTICLE III

Purpose

The general nature of the business to be
transacted by the corporation and the purposes for which
the corporation is organized are as follows:

(a) To establish, organize, coordinate, direct,
manage or otherwise control all types of investments,
ventures, arrangements and business holdings, permitted
under the terms of the state of Utah, and to perform all
related functions and acts required in carrying out of
the purposes of the corporation.

(b) To acquire by purchase, lease or otherwise, to hold, own, deal in or with, and otherwise manage and operate, sell, transfer, rent, lease, mortgage, pledge, and otherwise dispose of, or encumber any and all classes of property whatsoever, whether real or personal, or any interest therein, as principal, agent, broker or dealer.

(c) To establish, organize, coordinate, direct, manage, or otherwise control corporations, partnerships, and all other lawful businesses or business entities permitted under the laws of the state of Utah. The corporation may provide counseling services for such business or individuals, but it will not act as an investment advisor.

(d) To acquire by purchase, assignment, grant, license or otherwise, to apply for, secure, lease or in any manner obtain to develop, hold, own, use, exploit, operate, enjoy and introduce, rights of all kinds in respect of, or otherwise dispose of to secure to it the payment of agreed royalties or other consideration, and generally to deal in and with and turn to account for any or all purposes, or sell, promote, or otherwise act as agent or principal, either for itself or as nominee or agent for others:

(1) For program development to set, organize and promote programs for self improvement, personal achievement programs, either as principal or as agent.

(2) Any and all inventions, devices, processes, discoveries and formulas, and improvements and modifications thereof and rights and interest therein;

(3) Any and all letters patent or applications for letters patent of the United States of America or any other country, state, or locality or authority and any and all rights, interests and privileges connected therewith or incidental or appertaining thereto;

(4) Any and all copyrights granted by the United States or any other country, state, locality or authority, and any and all rights, interests, and privileges connected therewith or appertaining thereto; and

(5) Any and all trademarks, trade names, trade symbols, labels, designs and other indicia or origin and ownership granted by or recognized under the laws of the United States of America or any other country, state, locality or authority, connected therewith or incidental or appertaining thereto.

(e) To acquire by purchase, subscription, or otherwise, and to receive, hold, own, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choices in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges or ownership, including the right to execute consents and vote thereon, and to do any and all things and acts necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(f) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, and the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm association or corporation.

(g) To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, draft, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and any of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such lands or other obligations of the corporation for the corporate purposes.

(h) To loan to any person, firm or corporation, any of its surplus funds, either with or without security.

(i) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(j) To have one or more offices, to carry on all of or any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, or territories of the United States, in any and all foreign countries, subject to the laws of such states, districts, territories, or countries.

(k) To enter into joint ventures and partnerships with individuals, associations and/or other corporations.

(l) In general to do any and all things that are incidental and conducive to the attainment of any above object and purpose, to the same extent as natural persons might or could do, which now or hereafter may be authorized by the laws of the United States and the State of Utah, as the Board of Directors may deem to the advantage of the corporation.

ARTICLE IV

Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 5,000,000 shares of common voting stock, \$.01 par value. All stock of the corporation shall be of the same class and have the same rights and preferences. There shall be no pre-emptive rights.

ARTICLE V

Minimum Paid in Capital

The corporation shall not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received by it for the issuance of such shares.

ARTICLE VI

Registered Office and Agent

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Glen L. Williams
6250 South 15th West
P.O. Box 1513
Salt Lake City, Utah 84110

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
GLEN L. WILLIAMS	6250 South 15 th West P.O. Box 1513 Salt Lake City, Utah 84110
JANET M. BOWLER	1551 East Emerson Avenue Salt Lake City, Utah 84105
JONIE E. PEDERSEN	6250 South 15 th West Salt Lake City, Utah 84107

ARTICLE VIII

Officers

Officers of this corporation shall include a President, one or more Vice-Presidents, a Secretary and a Treasurer. The President, Vice-President or Vice-Presidents, the Secretary and the Treasurer shall be elected by the Board of Directors and may, but need not be, elected from the members of the Board.

ARTICLE IX :

Non-Assessability of Stock

shares of stock of this corporation shall be issued fully paid and shall be non-assessable for any purpose. The private property of the stockholders shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE X

Indemnification

Any person made a part or involved in any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or his testator or intestate is or was director, officer, or employee of the corporation, or of any corporation which he, the testator, or intestate served as such at the request of the corporation shall be indemnified by the corporation against expenses reasonably incurred by him or imposed on him in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal therein, except with respect to matters as to which it is adjudged in such action, suit, or proceeding that such officer, director, or employee was liable to the corporation, or to such other corporation, for negligence or misconduct in the performance of his duty. As used herein the term "expense" shall include all obligations incurred by such person for the payment of money, including without limitation attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgment or in settlement of any such action, suit, or proceeding, except amounts paid to the corporation or such other corporation by him. A judgment or conviction whether based on plea of guilty or nolo contendre or its equivalent or after trial shall not of itself be deemed an adjudication that such director, officer, or employee is liable to the corporation, or such other corporation, for negligence or misconduct in the performance of his duties. Determination

of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth from time to time in the By-Laws, or by any of the following procedures:

(a) Order of the court of administrative body or agency having jurisdiction of the action, suit, or proceeding;

(b) Resolution adopted by a majority of the quorum of Board of Directors of the corporation without counting in such majority a quorum any directors who have incurred expenses in connection with such action, suit or proceeding;

(c) If there is no quorum of directors who have not incurred expenses in connection with such action, suit, or proceeding, then by resolution adopted by a majority of the committee of stockholders and directors by the Board of Directors;

(d) Resolution adopted by a majority of the quorum of the Directors entitled to vote at any meeting; or

(e) Order of any court having jurisdiction over the corporation. Any such determination that a payment by way of indemnity should be made will be binding upon the corporation, such right of indemnification shall not be exclusive of any other right which such directors, officers, and employees of the corporation and other persons above-mentioned may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Laws, Agreements, vote of stockholders, provision of law, or otherwise as well as their rights under this article. The provisions of this article shall apply to any member of any committee appointed by the Board of Directors as fully as though such persons had been a director, officer or employee of the corporation.

ARTICLE XI

Incorporators

The name and address of each incorporator is:

NAME

ADDRESS

GLEN L. WILLIAMS	6250 South 13 th West Salt Lake City, Utah
JANET B. WILLIAMS	1511 East Emerson Salt Lake City, Utah
JUDITH PEDERSEN	6250 South 13 th West Salt Lake City, Utah

IN WITNESS WHEREOF, we the undersigned original incorporators hereinabove named, have hereunto set our hands this 25th day of November, 1974.

Glen L. Williams
Glen L. Williams

Janet Bowler
Janet Bowler

Joyce Pedersen
Joyce Pedersen

STATE OF UTAH)
COUNTY OF)
: ss.

On the 25th day of November, 1974, personally appeared before me Glen L. Williams, Janet Bowler, Joyce Pedersen, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing instrument and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of November, 1974.

Stanley E. Evans
NOTARY PUBLIC
Residing In Salt Lake City, Utah

My Commission Expires:

December 1, 1974