

REVISED
ARTICLES OF INCORPORATION
OF
FRANKLIN QUEST CO.

ARTICLE I - NAME

The name of the corporation is Franklin Quest Co.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSES

The purposes which the corporation is authorized to pursue are:

(a) To engage, in the United States and in foreign countries, in the business of developing, marketing and providing to businesses, governmental organizations, institutions and individuals training services of every type and description including without limitation, advisory and consulting services and seminars; and, in connection therewith, to develop, design, purchase, make, publish, assemble, package, sell and deal in goods and services of every kind and description, including, without limitation, training materials, published materials, binders, audio and video cassettes, computer software and hardware and all additions and accessories related thereto, through direct, wholesale and retail channels.

(b) To act as a general business consultant and management agent relating to investments and the operation of businesses, plants, properties and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To engage in consultant and advisory work in connection with the organization, financing, management, operation and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment of business enterprise, and to contract or arrange with any corporation, association, partnership or individual for the management, conduct, operation and supervision of all kinds of investments and

businesses. To advertise, promote, merchandise and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

(c) To purchase, acquire, own, hold, use, lease, either as lessor or lessee, rent, sublet, grant, sell, exchange, subdivide, mortgage, deed in trust, manage, improve, cultivate, develop, maintain, construct, operate, and generally deal in any and all real estate improved or unimproved, shopping centers, stores, office buildings, dwelling houses, boarding houses, apartment houses, hotels, business blocks, garages, warehouses, manufacturing plants, and other buildings of any kind or description, any and all other property of every kind or description, real, personal and mixed, and any interest or right therein, including water and water rights and wheresoever situated, either in Utah, other states of the United States, the District of Columbia, territories and possessions of the United States and foreign countries.

(d) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise or which may be calculated, directly or indirectly, to promote the interest of this corporation or to enhance the value of its property or business.

(e) To purchase, acquire, own, hold, lease, mortgage, encumber, sell and dispose of any and all kinds and character of real, personal and mixed property (the foregoing particular enumeration in no sense being used by way of exclusion or limitation) and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including, in the case of stocks and shares, the right to vote thereon.

(f) To enter into, make and perform contracts of every kind and description, to borrow and lend money, with or without security, and to endorse or otherwise guarantee the obligations of others.

(g) To act as principal or agent for others and receive compensation for all services which it may render in the performance of the duties of an agency character.

(h) To purchase, hold, sell and transfer the shares of its own capital stock.

(i) To engage in any and all business activities and pursuits which may be reasonably related to the foregoing and following purposes.

(j) To engage in the general business of investing, on behalf of itself and others, any part of its capital and such additional funds as it may obtain, or any interest thereon, either as tenant in common or otherwise, and of selling or otherwise disposing of the same, or any part thereof, or any interest therein.

(k) To conduct researches, investigations and examinations of businesses and enterprises of every kind and description, both within and without the State of Utah.

(l) To engage in any and all other lawful purposes, activities and pursuits, whether similar or dissimilar to the foregoing, and the corporation shall have all powers allowed by law, including without limitation, those powers described in Section 16-10-4 and Section 16-10-5, Utah Code Annotated 1953, as amended and supplemented.

ARTICLE IV - Stock

The total number of shares of capital stock which the corporation shall have authority to issue is FORTY FOUR MILLION (44,000,000) of which FOUR MILLION (4,000,000) shall be shares of preferred stock, no par value (hereinafter called "Preferred Stock"), FORTY MILLION (40,000,000) shall be shares of common stock, par value \$.05 per share, designated as Common Stock (hereinafter called "Common Stock").

Each share of Common Stock issued and outstanding as of 5:00 p.m. Mountain Time on March 31, 1992 (the "Change Time"), and each issued share of Common Stock held by the corporation on and as of such time and date, is, on and as of such time and date, changed into 90 shares of Common Stock.

Each certificate representing one or more shares of Common Stock which shall be issued and outstanding or which shall be issued and held by the corporation immediately prior to the Change Time shall thereafter for all purposes be deemed to represent 90 shares of the corresponding class of Common Stock for each share of Common Stock represented by such certificate; and each holder of record of a certificate for one or more shares of Common Stock as of the Change Time shall be entitled to receive as soon as practicable, and upon surrender of such certificate to the officer or agent having charge of the stock transfer books for shares of the corporation, a certificate or certificates representing 90 shares of Common Stock for each one share of a

class of Common Stock represented by the certificate of such holder immediately prior to the Change Time. The shares of Common Stock represented by certificates issued pursuant to this paragraph upon such surrender shall be validly issued, fully paid and nonassessable.

The designation, powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of each class of stock, and the express grant of authority to the Board of Directors to fix by resolution the designation, powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of each share of Preferred Stock which are not fixed by these Articles of Incorporation, are as follows:

A. Preferred Stock

1. Number; Series. The Preferred Stock may be issued in one or more series, from time to time, with each such series to have such designation, powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the corporation, subject to the limitations prescribed by law and in accordance with the provisions hereof, the Board of Directors being hereby expressly vested with authority to adopt any such resolution or resolutions. The authority of the Board of Directors with respect to each such series shall include, but not be limited to, the determination or fixing of the following:

(i) The distinctive designation and number of shares comprising such series, which number may (except where otherwise provided by the Board of Directors in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors;

(ii) The dividend rate of such series, the conditions and times upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock or series thereof, or on the other series of the same class, and whether dividends shall be cumulative or noncumulative;

(iii) The conditions upon which the shares of such series shall be subject to redemption by the corporation and the times, prices and other terms and provisions upon which the shares of the series may be redeemed;

(iv) Whether or not the shares of the series shall be subject to the operation of retirement or sinking fund provisions to be applied to the purchase or redemption of such shares and, if such retirement or sinking fund be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(v) Whether or not the shares of the series shall be convertible into or exchangeable for shares of any other class or classes, with or without par value, or of any other series of the same class and, if provision is made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;

(vi) Whether or not the shares of the series shall have voting rights, in addition to the voting rights provided by law, and, if so, subject to the limitations hereinafter set forth, the terms of such voting rights;

(vii) The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution, or upon distribution of assets of the corporation;

(viii) Any other powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the shares of such series, as the Board of Directors may deem advisable and as shall not be inconsistent with the provisions of these Articles of Incorporation.

2. Dividends. The holders of the shares of Preferred Stock of each series shall be entitled to receive, when and as declared by the Board of Directors, out of the funds legally available for the payment of dividends, dividends at the rate fixed by the Board of Directors for such series for the current period and, if cumulative, for all prior periods for which such dividends are cumulative, and no more, before any dividends, other than dividends payable in Common Stock, shall be declared and paid, or set apart for payment, on the Common Stock with respect to the same dividend period.

Whenever, at any time, dividends on the then outstanding Preferred Stock as may be required with respect to any series outstanding shall have been paid or declared and set apart for payment on the then outstanding Preferred Stock, and after complying with respect to any retirement or sinking fund or funds for all applicable series of Preferred Stock, the Board of Directors may, subject to the provisions of the resolution or resolutions creating the series of Preferred Stock, declare and pay dividends on the Common Stock as provided in paragraph B.1. of this Article IV, and the holders of shares of Preferred Stock shall not

be entitled to share therein, except as otherwise provided in the resolution or resolutions creating any series.

3. Liquidation; Dissolution. The holders of the Preferred Stock of each series shall be entitled upon liquidation or dissolution of the corporation to such preferences as are provided in the resolution or resolutions creating such series of Preferred Stock, and no more, before any distribution of the assets of the corporation shall be made to the holders of shares of the Common Stock. Whenever the holders of shares of the Preferred Stock shall have been paid the full amounts to which they shall be entitled, the holders of shares of the Common Stock shall be entitled to share in all assets of the corporation remaining as provided in paragraph B.2. of this Article IV. If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of Preferred Stock of all series shall be insufficient to permit full payment to them of said preferential amounts, then such assets shall be distributed ratably among such holders in proportion to the respective total amounts which they shall be entitled to receive as provided in this paragraph 3.

4. Voting. Except as otherwise provided by a resolution or resolutions of the Board of Directors creating any series of Preferred Stock or by the general corporation law of Utah, the Common Stock issued and outstanding shall have and possess the exclusive power to vote for the election of directors and for all other purposes as provided in paragraph B.3. of this Article IV.

5. Preemptive Rights. Except as may be provided in the resolution or resolutions of the Board of Directors providing for the issue of any series of Preferred Stock, no holder of shares of the Preferred Stock of the corporation shall, as such holder, be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of bonds, debentures or other securities convertible into or exchangeable for stock, but all such additional shares of stock of any class, or bonds, debentures or other securities convertible into or exchangeable for stock, may be issued and disposed of by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such persons, as the Board of Directors in its absolute discretion may deem advisable.

B. Common Stock

1. Dividends. Subject to the rights of the holders of Preferred Stock, and subject to any other provisions of the Articles of Incorporation, holders of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the corporation as may be declared thereon by

the Board of Directors from time to time out of assets or funds of the corporation legally available therefor.

2. Liquidation; Dissolution. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the corporation and after payment or provision for payment to the holders of each series of Preferred Stock of all amounts required in accordance with paragraph A.3. of this Article IV, the remaining assets and funds of the corporation shall be divided among and paid to the holder of Common Stock.

3. Voting.

(a) At every meeting of the stockholders every holder of Common Stock shall be entitled to one (1) vote in person or by proxy for each share of such Stock standing in his name on the stock transfer records of the corporation.

(b) No shareholder shall have the right to cumulate votes in the election of directors.

4. Preemptive Rights. No holder of shares of Common Stock of the corporation shall, as such holder, be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of bonds, debentures or other securities convertible into or exchangeable for stock, but all such additional shares of stock of any class, or bonds, debentures or other securities convertible into or exchangeable for stock, may be issued and disposed of by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such persons, as the Board of Directors in its absolute discretion may deem advisable.

ARTICLE V - REGISTERED OFFICE AND AGENT

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

Val John Christensen
2700 West Parkway Boulevard
Salt Lake City, Utah 84119

ARTICLE VI - DIRECTORS

The board of directors may, from time to time, distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of the corporation's

assets, in cash or property. The board of directors may mortgage or pledge the property of the corporation, and the mortgage or pledge of all or substantially all of the property or assets, with or without the good will, of the corporation shall be deemed to have been made in the usual and regular course of the corporation's business.

ARTICLE VII - COMMON DIRECTORS - TRANSACTIONS
BETWEEN CORPORATIONS

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable by reason of such relationship or interest or because the director or officer is present at or participates in the meeting of the board of directors or committee thereof which authorizes, approves or ratifies the contract or transaction or because his or her votes are counted for such purpose, if: (a) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed to or known by the board of directors or committee which authorizes, approves or ratifies the contract or transaction, and the board or such committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (b) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed to or are known by the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the majority of a quorum of shareholders; or (c) the contract or transaction is fair to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or committee thereof or of the shareholders which authorizes, approves or ratifies such contract or transaction.

ARTICLE VIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to the fullest extent permitted by Section 16-10-4 of the Utah Business Corporation Act, as the same may hereafter be amended, or as otherwise permitted by law.

ARTICLE IX - DIRECTOR'S LIABILITY

The personal liability of any director to the corporation or its shareholders for monetary damages for breach of fiduciary duty is hereby eliminated, except as otherwise expressly provided in Section 16-10-49.1 of the Utah Business Corporation Act as the same way hereafter be amended.

ARTICLE X - EFFECT OF REVISED ARTICLES OF INCORPORATION

These amended and revised Articles of Incorporation supersede the original Articles of Incorporation of the corporation and all amendments thereto.

3. The number of shares outstanding as of the date the foregoing amendment and revision was approved by the stockholders was One Hundred Seventy-six Thousand Two Hundred Fifty (176,250) shares of Common Stock, par value \$.05 per share, and the number of shares entitled to vote thereon was One Hundred Seventy-six Thousand Two Hundred Fifty (176,250). No other class of shares was issued and outstanding.

4. The number of shares of common stock voted for such amendment and revision was One Hundred Seventy-six Thousand Two Hundred Fifty (176,250), the number of shares of common stock voted against such amendment and revision was zero (-0-), and the number of shares of common stock abstaining from voting with respect to such amendment and revision was zero (-0-).

5. The said amendment effects a change in the amount of stated capital of the corporation by increasing stated capital from \$8,812 to \$793,125.

DATED the 10th day of APRIL ~~March~~, 1992.

FRANKLIN INTERNATIONAL INSTITUTE, INC.

By Arlen B. Crouch
Arlen B. Crouch
President