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To:

Division of Corporations  
Fax Number : (850) 205-0381

From: Nery C. Toledo, Legal Assistant

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FLORIDA PROFIT CORPORATION OR P.A.

ITC LEARNING, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
ITC LEARNING, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is ITC Learning, Inc. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is:

1600 S.E. 17<sup>th</sup> Street, Suite 306  
Fort Lauderdale, Florida 33316

**ARTICLE III  
CAPITAL STOCK**

The total number of shares of stock that the Corporation is authorized to issue is Five Million One Thousand (5,001,000) shares, of which Five Million (5,000,000) shares shall be common Stock, par value \$0.01 per share (the "Common Stock"), and One Thousand (1,000) shares shall be preferred stock, par value \$0.01 per share (the "Preferred Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.


**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator of the Corporation is Jonathan L. Awner, Esq., at One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this July 22, 2002.

  
Jonathan L. Awner, Esq., Incorporator

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of ITC LEARNING, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this July 22, 2002.

American Information Services, Inc.

By: *Nery C. Toledo, Asst. Sec.*  
Nery C. Toledo, Assistant Secretary

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