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WILLIAM F. GALLESE, P.A.

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117 SOUTH SECOND STREET, #204

Ft. Pierce, FL 34950

MEMBER OF FLORIDA AND NEW JERSEY
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TELEPHONE: (407) 468-7818
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September 11, 1996

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-10/11/96--01069--011
***122.50 ***122.50

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

RE: Incorporation of Consumer Educational Services, Inc.

Gentlemen:

Enclosed herewith you will find the original and copy of the Articles of Incorporation for the above referenced corporation. You will also find this firm's check in the amount of \$122.50 which sum represents your filing fee.

Please forward the certified copy of the Articles of Incorporation to this office and, if you should have any questions, please do not hesitate to contact me.

Very truly yours,

WILLIAM F. GALLESE, ESQUIRE

WFG/ps
Enclosures

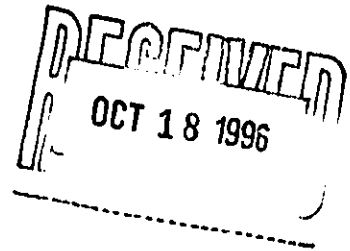
502-672
W96-21862

96 OCT 22 PM 3:47
RECEIVED
DIVISION OF CORPORATIONS
STATE OF FLORIDA

WFG/ps
10/23/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



October 15, 1996

WILLIAM F. GALLESE, P.A.
117 SOUTH SECOND STREET #204
FORT PIERCE, FL 34950

SUBJECT: CONSUMER EDUCATIONAL SERVICES, INC.
Ref. Number: W96000021862

10/18/96
10:31 AM
SECRETARY OF STATE

We have received your document for CONSUMER EDUCATIONAL SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number.. 896A00047210

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT 23 PM 3:48

ARTICLES OF INCORPORATION
FOR
CONSUMER EDUCATIONAL RESOURCES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself with others to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: CONSUMER EDUCATIONAL RESOURCES, INC.

ARTICLE II

The street address of the initial principle office: 9801 Ocean Drive, Jensen Beach, Florida, 34957.

ARTICLE III

The number of shares that this corporation is authorized to issue is: 1000 shares of common stock. The holders of each share of common stock shall have one vote for each share owned. If any preemptive rights are to be granted to the shareholders, a provision shall be made in the by-laws of the corporation.

ARTICLE IV

The corporation's initial registered office and agent: Michael Patrick O'Leary.
9801 Ocean Drive, Jensen Beach, Florida, 34957.

ARTICLE V

The name and street address of Incorporators are:

- 1) Michael Patrick O'Leary
9801 Ocean Drive
Jensen Beach, FL 34957

ARTICLE VI

The purpose for which this corporation is formed is to provide consumer educational services, including but not limited to:

- (a) Publishing and distribution of consumer information and materials.

ARTICLE VII

This corporation shall have perpetual existence.

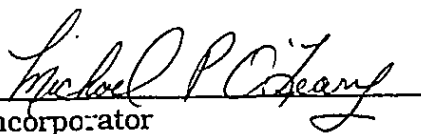
ARTICLE VIII

The manner in which the Directors are elected or appointed is that as is provided by the bylaws of CONSUMER EDUCATIONAL RESOURCES, INC.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them, and approved, unless all the Directors sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned has set his/her hand and seal
this 22 day of October, 1996.



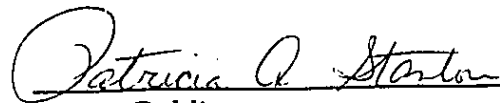
Incorporator

STATE OF FLORIDA

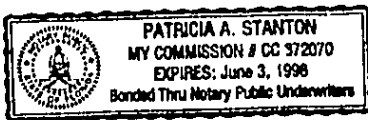
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared MICHAEL PATRICK O'LEARY, who produced _____ as identification or who is personally known to me and who did not take an oath, is well known to be the individual described in and who subscribed the above Articles of Incorporation, and (s)he did freely and voluntarily acknowledge before me, according to law, that (s)he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 22 day of October, 1996.


Notary Public

My Commission Expires:



FILED
SECRETARY OF STATE
CORPORATIONS
96 OCT 23 11 3:40

ACKNOWLEDGMENT AND ACCEPTANCE OF
REGISTERED AGENT

THE UNDERSIGNED, having been named as the Registered Agent for CONSUMER EDUCATIONAL RESOURCES, INC., and as agent to accept service of process of such corporation, at the place designated in Article V, does hereby accept to act in this capacity, and agrees to comply with the provisions of the General Corporation Act, Chapter 617 of the Florida Statutes, relative to keeping the registered office of said corporation open.


MICHAEL PATRICK O'LEARY