ECKERT SEAMANS CHERIN & MELLOTT

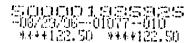
/ATTORNUYS AT LAW:

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Global Academic Interactive Network, Inc.



Dear Secretary:

Enclosed is an original and one copy of the Articles of Incorporation of Global Academic Interactive Network, Inc. and our firm's check in the amount of \$122.50.

Also enclosed is a copy of your July 9, 1996 letter number 396A00033374 acknowledging reservation of the corporate name of Global Academic Interactive Network, Inc. by reservation #R96000003327.

Please return to the undersigned a certified copy of the Articles of Incorporation.

If you have any questions or have further requirements, please do not hesitate to call me.

Sincerely,

Elizabeth Chimpoulis, CLA

Fort Latalenlale

Boca Raton

Miami

Tallahassee

Pittsburgh

Harrisburg

Allentown

Philadelphia

Boston

ELIZABETH CHIMPOULIS LEGAL ASSISTANT 954/ 768-5354

Washington, D.C.



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 9, 1996

ELIZABETH CHIMPOULIS ECKERT SEAMANS CHERIN, ET AL. 100 NE 3RD AVE., 1ST FT. LAUDERDALE PL. FT. LAUDERDALE, FL 33301

The name GLOBAL ACADEMIC INTERACTIVE NETWORK, INC. has been reserved for 120, days beginning July 9, 1996. The reservation number is R96000003327 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 396A00033374

ARTICLES OF INCORPORATION

OF

GLOBAL ACADEMIC INTERACTIVE NETWORK, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation shall be:

GLOBAL ACADEMIC INTERACTIVE NETWORK, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

George I. Platt 100 Northeast Third Avenue, Suite 900 Fort Lauderdale, Florida 33301

ARTICLE VI

The number of Directors of this Corporation shall initially be four (4). The Corporation shall be managed by the Board of Directors. The exact number of Directors may be increased or decreased, from time to time, by the Laws of the Corporation but at no time shall there be less than three (3) Directors.

The names and street addresses of the initial Directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

Name:	Address:
Carol Pasternak	101 SW 63 Terrace, Suite 100
Director/President	Plantation, Florida 33317
Barry Pasternak	101 SW 63 Terrace, Suite 100
Secretary/Treasurer	Plantation, Florida 33317
Fidencio Platt	4449 NW Boca Raton Boulevard
Director	Boca Raton, Florida 33431
Shirley Fischler	5000 Taylor Street
Director	Hollywood, Florida 33021

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Carol Pasternak 101 SW 63 Terrace, Suite 100 Plantation, Florida 33317

ARTICLE VIII

The mailing address of the corporation is:

101 SW 63 Terrace, Suite 100 Plantation, Florida 33317

Executed at Let Leuclush Plorida, this 21 day of August, 1996.

- Carol Pasternak, Incorporator

STATE OF FLORIDA)
SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me, a Notary Public in and for said County and State, this 23 day of August, 1996, by Carol Pasternak. She is personally known to me or has produced ______ as identification and did/did not take an oath.

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Name! WHIPPL GROVE

Commission No.:

Notary Public, State of Florida at Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of GLOBAL ACADEMIC INTERACTIVE NETWORK, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes, Section 607.325.

Dated this 25 day of August, 1996.

rin/Name: George I. Platt