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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 DEC 17 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/17/03

REF. #: 0174.21983

CORP. NAME: ED. USA, INC.

FILE SECOND!

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

FILE SECOND!

STATE FEES PREPAID WITH CHECK# 507023 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ED.USA, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 DEC 17 PM 5:02

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

ARTICLE I - NAME

The name of this Corporation is:

ED.USA, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock

par value of \$1.00 per share

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

5136 Calle Minorga
Sarasota, FL 34242

and, the mailing address of this Corporation shall be:

5136 Calle Minorga
Sarasota, FL 34242

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Gerard Ezcurra
5136 Calle Minorga
Sarasota, FL 34242

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Gerard Ezcurra
5136 Calle Minorga
Sarasota, FL 34242

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Gerard Ezcurra
5136 Calle Minorga
Sarasota, FL 34242

The undersigned has executed these Articles this 12 day of December, 2003.


GERARD EZCURRA

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for ED.USA, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: 12 DECEMBER 2003


GERARD EZCURRA

"REGISTERED AGENT"

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