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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

center for educational ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

OF

Center for Educational Enterprises, Inc.
a Non-Profit Florida Corporation

(Pursuant to Chapter 617, Florida Statutes.)

(4)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned has, for the purpose of forming a non-profit corporation under the laws of Florida, adopted the following Articles of Incorporation.

1. Name. The name of this corporation is Center for Educational Enterprises, Inc..
2. Tax-Exempt Status. The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
3. Principal Office of Business. The principal place of business and mailing address of the corporation is:

Principal Office of Business
630 Layne Boulevard Suite 101
Hallandale, FL 33009
Mailing Address
630 Layne Boulevard Suite 101
Hallandale, FL 33009

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4. **Specific Purpose.** The specific purpose of the non-profit corporation is:

The organization's purpose is to strengthen democracy and promote cultural understanding in the republics of the former Soviet Union by providing educational consultants and systems developed to train teachers that will work in the those countries.

5. **Manner of Election.** The manner in which the directors are elected or appointed is:

Appointment by the Board of Directors.

6. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

Dr. Frances Winfrey
President and Director
630 Layne Boulevard Suite 101
Hallandale, FL 33009

Amy Rotker
Treasurer
11711 NW 11th Street
Pembroke Pines, FL 33026

Susan L. Greenberg
Secretary
20381 NE 30 Avenue Apt. 116
Aventura FL 33180

7. **Registered Agent.** This corporation appoints Frances Winfrey, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. The complete name and address of the Registered Agent is

Frances Winfrey
630 Layne Boulevard Ste 101
Hallandale, FL 33009

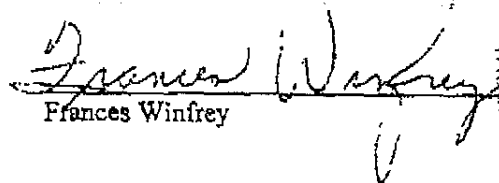
8. **Incorporator.** The name and address of the incorporator is:

Frances Winfrey
630 Layne Boulevard Ste 101
Hallandale, FL 33009

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9. Effective Date. These Articles are to be effective the date of filing unless otherwise specified below:

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation this date: 12/11/02


Frances Winfrey

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

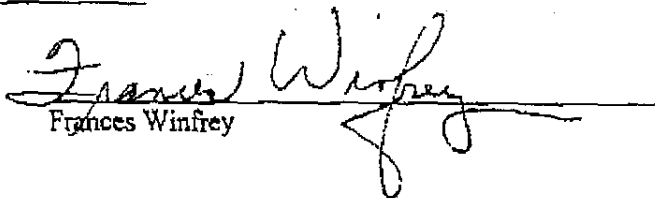
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ACCEPTANCE BY REGISTERED AGENT

Having been named as a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATE: 12/11/02


Frances Winfrey

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