

**Electronic Articles of Incorporation
For**

**N03000009516
FILED
November 03, 2003
Sec. Of State**

AMERICAN COUNCIL FOR EDUCATOR BENEFITS, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

AMERICAN COUNCIL FOR EDUCATOR BENEFITS, INC.

Article II

The principal place of business address:

2724 WEST ATLANTIC BLVD.
POMPANO BEACH, FL. 33069

The mailing address of the corporation is:

2724 WEST ATLANTIC BLVD.
POMPANO BEACH, FL. 33069

Article III

The specific purpose for which this corporation is organized is:

THIS NON FOR PROFIT CORPORATION IS BEING FORMED TO PROVIDE
FINANCIAL BENEFITS AND SERVICES TO INDIVIDUALS AND ENTITIES
INVOLVED IN EDUCATION THROUGH AFFILIATES.

Article IV

The manner in which directors are elected or appointed is:

DIRECTORS APPOINTED BY MAJORITY VOTE FROM SHAREHOLDERS

Article V

The name and Florida street address of the registered agent is:

PHOENICIAN HOLDING COMPANY
2724 WEST ATLANTIC BLVD.
POMPANO BEACH, FL. 33069

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DANIEL J. SHAMY, AUTHORIZED AGENT

Article VI

The name and address of the incorporator is:

PHOENICIAN HOLDING COMPANY
2724 WEST ATLANTIC BLVD.
POMPANO BEACH, FLORIDA 33069

Incorporator Signature: DANIEL J. SHAMY, AUTHORIZED AGENT