

FRESE, NASH & TORPY, P.A.  
ATTORNEYS AT LAW

GARY B. FRESE †  
CHARLES IAN NASH \*  
VINCENT G. TORPY, JR. †  
GREGORY S. HANSEN †  
J. PATRICK ANDERSON †  
LAURA L. ANDERSON \*  
PATRICK F. ROCHE  
STEPHEN P. HEUSTON \*  
LISA L. HOGREVE  
CHRISTINA B. SUTCH

EFFECTIVE DATE  
7-20-99

930 S. HARBOR CITY BLVD.  
SUITE 505  
MELBOURNE, FLORIDA 32901

(407) 984-3300  
FAX (407) 951-3741

† BOARD CERTIFIED IN TAXATION  
\* BOARD CERTIFIED IN WILLS,  
TRUSTS & ESTATES  
† BOARD CERTIFIED IN CIVIL TRIAL LAW  
◇ BOARD CERTIFIED IN REAL ESTATE LAW  
§ BOARD CERTIFIED IN BUSINESS LITIGATION

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100002938311--3  
-07/22/99-01031-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Costa Rica -- Latin America School Supplies, Inc.

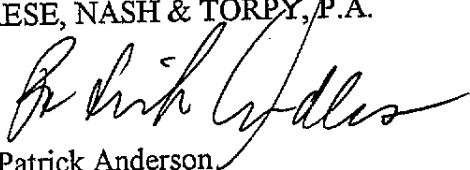
Dear Sir or Madam:

Enclosed please find an original plus one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 representing the required filing fee. I would appreciate receiving a certified copy of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.

  
J. Patrick Anderson

JPA:sld  
Enclosures

FILED  
99 JUL 22 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. GALLMON-CASE JUL 28 1999

EFFECTIVE DATE  
7-22-99

ARTICLES OF INCORPORATION  
FOR  
COSTA RICA -- LATIN AMERICA SCHOOL SUPPLIES, INC.

FILED  
99 JUL 22 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is Costa Rica -- Latin America School Supplies, Inc.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to operate exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

The initial street and mailing address for the principal place of business of the Corporation is 3457 Pearl Court, N.E., Palm Bay, Florida 32905.

## **ARTICLE V**

The name and address of the initial registered agent is: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

## **ARTICLE VI**

The initial Board of Directors of the Corporation shall consist of three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the members, but shall never be less than three (3). The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

Robert M. Abdul  
3457 Pearl Court, N.E.  
Palm Bay, FL 32905

Craig White  
P.O. Box 803  
Grant, FL 32949

Eric Lervaag  
876 Dupont Street  
Palm Bay, FL 32907

## **ARTICLE VII**

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers

of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

President:	Robert M. Abdul
Vice President:	Craig White
Secretary:	Eric Lervaag
Treasurer:	Eric Lervaag

#### **ARTICLE VIII**

The name and address of the initial incorporator shall be J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

#### **ARTICLE IX**

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

#### **ARTICLE X**

No substantial part of the activities of this Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future federal internal revenue law).

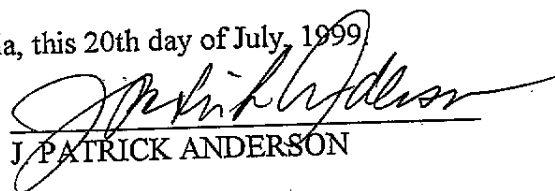
## ARTICLE XI

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. Notwithstanding the above, no compensation shall be paid for any services rendered as a Director of the Corporation.

## ARTICLE XII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 20th day of July, 1999.

  
J. PATRICK ANDERSON

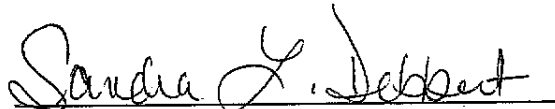
I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

  
J. PATRICK ANDERSON  
Registered Agent

**STATE OF FLORIDA }**  
**COUNTY OF BREVARD }**

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared J. Patrick Anderson to me known to be the person described in the foregoing Articles of Incorporation or who produced a Florida driver's license (No. A536-455-55-332) as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and that he did not take an oath.

**WITNESS** my hand and official seal in the County and State aforesaid this 20th day of July, 1999.

  
Sandra L. Debbert  
Notary Public

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