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Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 661-8503
Fax Number : (603) 761-7427

FLORIDA NON-PROFIT CORPORATION

MUH Innovative Global Educational Development Ctr...

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

F. Orlowski OCT 20 1999

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ARTICLES OF INCORPORATION

OF

MUH INNOVATIVE GLOBAL EDUCATIONAL DEVELOPMENT CENTER
INC.

A Florida Corporation Not For Profit

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be MUH INNOVATIVE GLOBAL EDUCATIONAL DEVELOPMENT CENTER, INC. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II

The street address of the initial principal office of the Corporation shall be 3 Kozhevnicheskaya Street, Moscow, RUSSIA.

ARTICLE III

The purpose of the corporation shall be to develop and license innovative modern teaching technologies and
FLORIDA INCORPORATORS, INC.
1221 BRICKEILL AVE, STE. 900 1
MIAMI, FL 33131
(305) 661-8503

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techniques for use by universities and other non-profit educational institutions, worldwide, on a non-profit basis.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors 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 section 501(c) (3) purposes. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office.

ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

President, Director: Michael P. Karpenko
1823 East 13th Street,
Brooklyn, New York 11229

Secretary, Director: Olga M. Karpenko
1823 East 13th Street,
Brooklyn, New York 11229

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Treasurer, Director: Peter M. Karpenko
1823 East 13th Street,
Brooklyn, New York 11229

Vice President,
Director: Eli Kuperman
1823 East 13th Street,
Brooklyn, New York 11229

Vice President,
Director: Nadia S. Selskaya
1823 East 13th Street,
Brooklyn, New York 11229

Senior Vice President/
General Counsel,
Director: Steven M. Schiffman, Esq.
1823 East 13th Street,
Brooklyn, New York 11229

Vice President,
Director: Patrick J. van de Coevering
Elandsstraat 111-II, 1016
RX Amsterdam, The Netherlands

Vice President,
Director: Alex G. Moskovstev
1823 East 13th Street,
Brooklyn, New York 11229

The succeeding officers and directors of the Corporation shall be elected in accordance with terms and conditions set forth in the bylaws for the Corporation.

ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented. 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

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501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE VI

The corporation shall be perpetual. Upon the dissolution of this non-profit corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

ARTICLE VII

The street address of the initial registered office of the Corporation is 1221 Brickell Ave. Ste. 900, Miami, FL 33131, and the initial registered agent of the Corporation at that address is Florida Incorporators, Inc.

ARTICLE VIII

The name and address of the incorporator for the Corporation is Mark Hankins, 1221 Brickell Ave. Ste. 900, Miami, FL 33131.

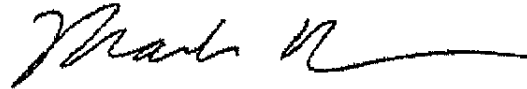
ARTICLE IX

The mailing address of the Corporation is 1823 E. 13th St., Brooklyn, NY 11229.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of October, 1999.



Mark Hankins, Incorporator

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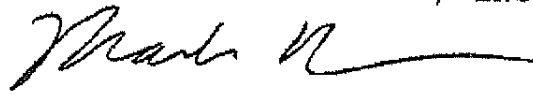
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is MUH INNOVATIVE GLOBAL EDUCATIONAL DEVELOPMENT CENTER, INC.
2. The name and address of the registered agent is: Florida Incorporators, Inc., 1221 Brickell Ave. Ste. 900, Miami, FL 33131.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

FLORIDA INCORPORATORS, INC.

By: 
Mark Hankins, President

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