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

From:  
Account Name : ACE INDUSTRIES, INC.  
Account Number : 070744001530  
Phone : (305) 358-2571  
Fax Number : (305) 358-7832

FLORIDA PROFIT CORPORATION OR P.A.

EDUCATION TRADING SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 28, 2000

ACE

SUBJECT: EDUCATION TRADING SYSTEMS, INC.  
REF: W00000016446

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Becky McKnight  
Document Specialist

FAX Aud. #: H00000034111  
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ARTICLES OF INCORPORATION  
OF

Education Trading Systems, Inc.

The undersigned subscribers to these Articles of Incorporation each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I Name and Address

Education Trading Systems, Inc.  
2829 Bird Avenue, Suite 200  
Miami, Florida 33133

ARTICLE II NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on are: educational and training services, seminars, and sale of educational material.

1. - For any lawful purpose for which a corporation may operate under the laws of the State of Florida.
2. - For any lawful business that a corporation may conduct under the laws of the State of Florida.
3. - And, in general to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
4. - And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgage, bills or exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any given time is FIVE HUNDRED (500) shares at \$1.00 (ONE) Dollars par value.

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ARTICLE IV AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED DOLLARS ( \$500.00 ).

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

2829 Bird Avenue, Suite 200  
Miami, Florida 33133

The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within and without the United States of America.

ARTICLE VII DIRECTOR (S)

This corporation shall have ONE ( 1 ) director (s) initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than ONE ( 1 ).

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The name and post office address of the members of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/her successor (s) are elected and have qualified, are:

Ricardo H Goldman  
2829 Bird Avenue, Suite 200  
Miami, FI 33133

President / Secretary / Treasurer

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ARTICLE IX SUBSCRIBERS

The name and post office address of each subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

Ricardo H Goldman	<u>SHARES</u>	<u>VALUE</u>
	500	\$500.00
Pres / Sec / Treas.		
2829 Bird Avenue, Suite 200		
Miami, Fl 33133		

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI DESIGNATION OF REGISTERED RESIDENT AGENT

That Ricardo H Goldman is hereby named Registered Agent for this Corporation to be its agent and to accept service of process within the State of Florida at this registered office. **2829 BIRD AVENUE, SUITE 200, MIAMI, FL. 33133.**

ACKNOWLEDGEMENT

Having been named to accept service of process for Education Trading Systems, Inc.  
At the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


By   
Registered Resident Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDAFILED  
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We, the undersigned being each and all of the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the number of shares of stock herein above set forth as to each of us, and accordingly have hereunto set our hands and seals this 27th day of June, 2000.

  
Ricardo H. Goldstein

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STATE OF FLORIDA :

SS

COUNTY OF DADE :

I HEREBY CERTIFY that on this day before me, a Notary  
Public duly authorized to administer oaths and take acknowledgments, personally appeared  
Ricardo H Goldman

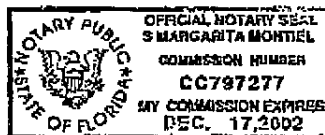
To me well known to be persons described as subscribers in and who executed the foregoing  
Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of  
Incorporation.

WITNESS my hand and seal in the County and State named above this  
27th day of June, 2000

*S. Margarita Montiel*

Notary Public, State of Florida

My Commission expires:



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