

PO 000000 64 71 4
DTS **DIGITAL TEACHING SYSTEMS, INC.**

June 15, 2000

Divisions of Corporations
c/o John Nedeau
409 East Gaines Street
Tallahassee, Florida 32399

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-06/30/00--01011--006
*****78.75 *****78.75

Re: Digital Teaching Systems, Inc.

Dear Mr. Nedeau:

Enclosed please find two copies of executed Articles of Incorporation for Digital Teaching Systems, Inc. and one copy of Consent to use this name.

In addition, please find check in the amount of \$78.75 that represents the filing fee and registered agent designation and Certified Copy.

Thank you in advance for the processing of these documents.

Sincerely,


A. David Russell

Enclosure

ADR/jgr

00 JUN 30 PM 3:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DIGITAL TEACHING SYSTEMS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Digital Teaching Systems, Inc.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is to be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 6461 Sunset Drive, Miami, Florida 33143.

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TALLAHASSEE, FLORIDA

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 6461 Sunset Drive,⁶ Miami, Florida 33143 and the name of its initial registered agent at such address, is A. David Russell.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be not less than One (1). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Vera Louro Arena	801 Brickell Bay Drive, Apt. #465 Miami, Florida 33131
J. Fernando P. Arena	801 Brickell Bay Drive, Apt. #465 Miami, Florida 33131
A. David Russell	P. O. Box 560427 Miami, Florida 33256-0427

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Vera Louro Arena	801 Brickell Bay Drive Apartment #465 Miami, Florida 33131
J. Fernando P. Arena	801 Brickell Bay Drive Apartment #465 Miami, Florida 33131
A. David Russell	P. O. Box 560427 Miami, Florida 33256-0427

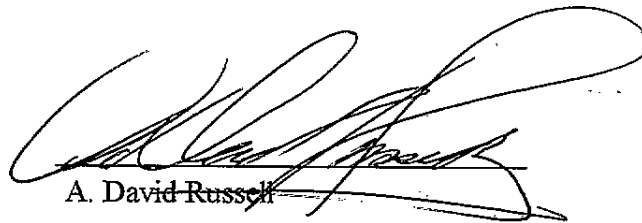
**ARTICLE NINE
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE TEN
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by at the time of amendment.

IN WITNESS WHERETO, I, A. David Russell, being the incorporator of this corporation, make and file these articles of incorporation this 15th day of June, 2000.



A. David Russell

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0502, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT DIGITAL TEACHING SYSTEMS, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT:

6461 Sunset Drive
South Miami, Florida 33143

HAS NAMED A. DAVID RUSSELL, LOCATED AT 6461 SUNSET DRIVE,
MIAMI, FLORIDA 33143, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


A. David Russell, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: 

A. David Russell

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TALLAHASSEE, FLORIDA