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

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

E-LEARNING INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

00 OCT 24 AM 9:38
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. McKnight OCT 24 2000

10/24/00 9:09 AM

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ARTICLES OF INCORPORATION

OF

E-LEARNING INTERNATIONAL, INC.

ARTICLE I
NAME

The name of this Corporation is E-learning International, Inc.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Richard H. Breit.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Ken Kopstein, 3624 Collins Avenue, Apt. 1, Miami Beach, Florida 33140.

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ARTICLE VI INCORPORATOR

The name and address of the incorporator of this Corporation is Ken Kopstein, 3624 Collins Avenue, Apt. 1, Miami Beach, Florida 33140.

ARTICLE VII ADDRESS

The principal office and mailing address of the corporation is 3624 Collins Avenue, Apt. 1, Miami Beach, Florida 33140.

ARTICLE VIII INDEMNIFICATION

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX PERPETUAL EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of October, 2000.


Ken Kopstein, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


RICHARD H. BREIT

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