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LOUIS ERICKSON
ATTORNEY AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

October 25, 2000

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

Re: A & R EDUCATIONAL TECHNOLOGIES, INC.

Dear Sir/Madam:

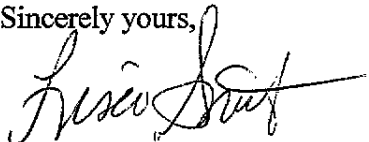
With regard to the above-referenced new corporation, please find enclosed the following:

1. Articles of Incorporation to be filed;
2. Designation of Registered Agent; and
3. Check in the amount of \$78.75 representing the following:

(a)	Certified copy	\$ 8.75
(b)	Filing fee	<u>70.00</u>
		\$78.75

Please file the original, certify the copy and return same to this office.

Sincerely yours,



Lisa R. Smith
Secretary to Louis S. Erickson

/irs
Enclosures

ARTICLES OF INCORPORATION
OF
A & R EDUCATIONAL TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE ONE
NAME

The name of this corporation is: A & R EDUCATIONAL TECHNOLOGIES, INC., with the principal office at: 764 108th Avenue North, Naples, Florida 34108.

ARTICLE TWO
DURATION

The duration of this corporation shall be perpetual.

ARTICLE THREE
PURPOSE

The purpose of this corporation is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR
STOCK

The corporation shall have authority to issue 7,500 shares of common stock consisting of one class only. The stock shall have a par value of \$1.00 per share.

ARTICLE FIVE
SUBSCRIBERS

The names and street addresses of the subscribers of the initial issue of stock under these Articles of Incorporation are: Rosario Grasso, 764 108th Avenue North, Naples, Florida 34108; and, Antony Pierre, 2480 Bayside Street, Naples, Florida 34112.

**ARTICLE SIX
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office shall be 11725 Collier Blvd., Suite F, Naples, Florida 34116, and the initial registered agent at such address shall be Louis S. Erickson.

**ARTICLE SEVEN
MANAGEMENT**

The corporation shall be managed by the shareholders of the corporation instead of a Board of Directors.

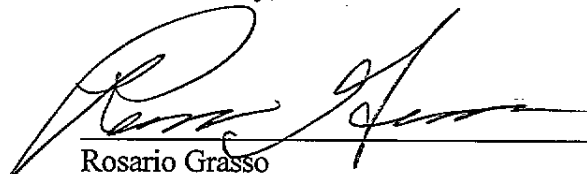
**ARTICLE EIGHT
INCORPORATOR**

The name and address of the Incorporators: Rosario Grasso, 764 108th Avenue North, Naples, Florida 34108; and, Antony Pierre, 2480 Bayside Street, Naples, Florida 34112.

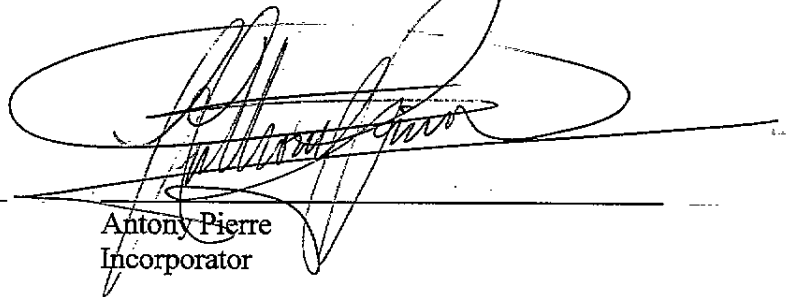
**ARTICLE NINE
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned have made and subscribed the foregoing Articles of Incorporation on this 25th day of October, 2000, in Naples, Collier County, Florida.



Rosario Grasso
Incorporator



Antony Pierre
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY, that on this day, personally appeared before me, an officer duly authorized to take acknowledgements, Rosario Grasso and Antony Pierre, to me personally known

or who identified themselves with a Florida Driver's License, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same.

WITNESS MY HAND and official seal in the County and State aforesaid, on this 25th day of October, 2000.



Lisa Renee Smith
MY COMMISSION # CC773433 EXPIRES
September 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

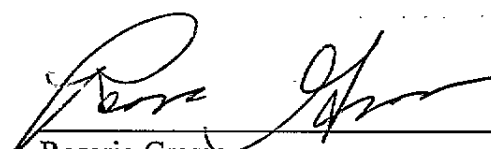


Notary Public

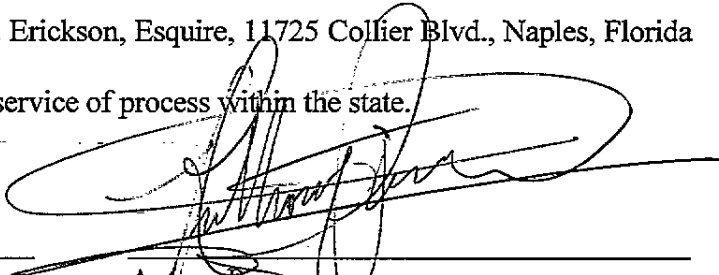
DESIGNATION OF REGISTERED AGENT

In accordance with Chapter 48.091, F.S., the following is submitted in compliance with said Act:

The incorporators of A & R EDUCATIONAL TECHNOLOGIES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, hereby designate Louis S. Erickson, Esquire, 11725 Collier Blvd., Naples, Florida 34116, to be the registered agent to accept service of process within the state.



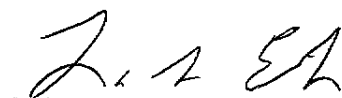
Rosario Grasso
Incorporator



Antony Pierre
Incorporator

ACCEPTANCE

Having been named Registered Agent to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provision of Florida Statute relative to keeping open said office.

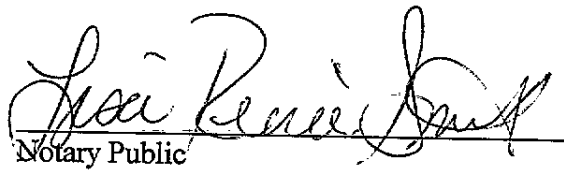


Louis S. Erickson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26th day of October, 2000, by LOUIS S. ERICKSON, who is personally known to me and who did not take an oath.


Notary Public