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January 13th, 2001

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*****70.00 *****70.00

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


Gentlemen:

Enclosed please find the original and one copy of the articles of incorporation for Edler Educational Services, Inc. and a check payable to the Secretary of State for \$70.00 to cover the filing fee.

Please process these articles of incorporation at your earliest convenience and return the file-stamped copy to me.

If you have any questions or problems I can be reached at 561-368-9777.

Sincerely,


John P. Miller
Registered Agent

2499 Glades Rd Ste 305A
Boca Raton FL 33431

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

EDLER EDUCATIONAL SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

EDLER EDUCATIONAL SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of this corporation shall be:

Edler Educational Services, Inc.
1427 S. E. 2nd Terrace
Deerfield Beach, FL 33441

The mailing address of this corporation shall be:

Edler Educational Services, Inc.
P. O. Box 5968
Lighthouse Point, FL 33074

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

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ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares of One Dollar (\$1.00)
Par Value Common Stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is:

John P. Miller
2499 Glades Rd. Ste. 305A
Boca Raton, FL 33431

ARTICLE VIII -- INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

John P. Miller
2499 Glades Rd. Ste. 305A
Boca Raton, FL 33431

ARTICLE IX -- OFFICERS AND DIRECTORS

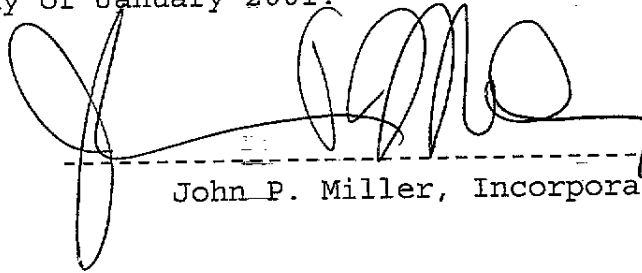
The name, address, and title of the initial one corporate officer is as follows:

Paul J. Edler, President
1427 S. E. 2nd Terrace
Deerfield Beach, FL 33441

The name, address, and title of the initial one corporate director is as follows:

Paul J. Edler, Director
1427 S. E. 2nd Terrace
Deerfield Beach, FL 33441

The undersigned has executed these Articles of Incorporation
this thirteenth day of January 2001.

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by several loops and a horizontal stroke, positioned above a dashed line.

John P. Miller, Incorporator

CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 Edler Educational Services, Inc.
2. The name and address of the registered agent and office is:

John P. Miller
2499 Glades Rd. Ste. 305A
Boca Raton, FL 33431

SIGNATURE 

TITLE:

DATE: January 13th, 2001

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE: January 13th, 2001

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TALLAHASSEE, FLORIDA