



PO10000039005

ACCOUNT NO. : 072100000032

REFERENCE : 118157 *Patricia Piguit* 6594A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2001 APR 17 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 17, 2001

ORDER TIME : 2:09 PM

ORDER NO. : 118157-005

CUSTOMER NO: 6594A

4000004014544--9

CUSTOMER: Donald J. Kahn, Esq
Green Kahn & Piotrkowski, Pa

317 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

NAME: INNOVATIVE LEARNING
TECHNOLOGIES GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165
EXAMINER'S INITIALS:

RECEIVED
01 APR 17 PM 3:57
DIVISION OF CORPORATION

JP 4/18/01

FILED

2001 APR 17 PM 4:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

INNOVATIVE LEARNING TECHNOLOGIES GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INNOVATIVE LEARNING TECHNOLOGIES GROUP, INC.

The address of the principal office of this corporation shall be 1360 71st Street, Miami Beach, Florida 33141, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Teresa Cardenas
Dir.

1360 71st Street
Miami Beach, Florida 33141

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until the successors are elected or appointed are:

Teresa Cardenas	1360 71st Street
Pres/Sec/Treas	Miami Beach, Florida 33141

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on April 17, 2001.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

SKD/scm

FILED
2001 APR 17 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA