

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**From:**

Account Name : FILINGS, INC.  
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## FLORIDA PROFIT CORPORATION OR P.A.

## NATIONAL EDUCATION COUNCIL, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
NATIONAL EDUCATION COUNCIL, INC.**

**ARTICLE I  
NAME**

The name of this Corporation shall be:

**NATIONAL EDUCATION COUNCIL, INC.**

**ARTICLE II  
DURATION**

This Corporation shall commence its existence upon the filing of these Articles and the duration of this Corporation is perpetual.

**ARTICLE III  
PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares of the capital stock which the Corporation shall have the authority to issue shall be two thousand (2,000) in number, divided into one thousand (1,000) shares of Class A common stock having a par value of one cent (\$.01) per share and entitled to vote (hereinafter referred to as "Class A Common Shares"), and one thousand (1,000) shares of Class B non-voting common stock having a par value of one cent (\$.01) per share and not entitled to vote (hereinafter referred to as "Class B Common Shares"). Par value shall have no effect on the Corporation's capital structure. The Class

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Florida Bar No.: 0066133

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A Common Shares and the Class B Common Shares shall be subject to the following provisions:

A. The entire voting power of the Corporation shall be vested exclusively in the holders of the Class A Common Shares, who shall be entitled to one (1) vote for each Class A Common Share held of record. The holders of the Class B Common Shares shall not have any voting rights by reason of their ownership of any Class B Common Shares. The holders of the Class B Common Shares shall not have any right to any voice in the management of the Corporation.

B. In the event of any dissolution, liquidation or other winding up of the Corporation, whether voluntarily or involuntarily, after the debts and liabilities of the Corporation have been paid, the remaining assets shall be delivered and distributed to the holders of the Class A Common Shares and Class B Common Shares and the amount payable on account of each share of stock shall be identical to the amount payable with respect to each other share of stock, regardless of class. In other words, the liquidating distribution or dividend per share shall be identical for each of the then outstanding Class A Common Shares and the then outstanding Class B Common Shares.

#### **ARTICLE V** **PREEMPTIVE RIGHTS**

Every Shareholder of the Corporation, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

#### **ARTICLE VI** **PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is 4000 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021.

#### **ARTICLE VII** **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is SCOTT W. ROTHSTEIN, ESQ.

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**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Director is:

**Director's Name**

CHRIS M. SALAMONE

**Director's Address**

7040 West Palmetto Park Road  
#4-293  
Boca Raton, Florida 33433

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is CHRIS M. SALAMONE, 7040 West Palmetto Park Road, #4-293, Boca Raton, Florida 33433. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

**ARTICLE X**  
**BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI**  
**AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of August, 2001.

  
CHRIS M. SALAMONE, Sole Incorporator

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION  
NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT  
AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY  
OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 10TH DAY OF AUGUST, 2001.

By:   
SCOTT W. ROTHSTEIN, ESQ.

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