

Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850)521-1000

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FLORIDA PROFIT CORPORATION OR P.A.

ELECTRA LEARNING INTERNATIONAL, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ELECTRA LEARNING INTERNATIONAL, INC.
(a Florida corporation)**

**ARTICLE I
Name**

The name of the Corporation is "ELECTRA LEARNING INTERNATIONAL, INC."
(hereinafter called the "Corporation").

**ARTICLE II
Purpose**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

**ARTICLE III
Initial Principal Office**

The street address and mailing address of the initial principal office of the Corporation is 25 Hendricks Isle, Unit 504N, Fort Lauderdale, Florida 33301.

**ARTICLE IV
Capital Stock**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
200	\$01	COMMON VOTING
800	\$01	COMMON NON-VOTING

**ARTICLE V
Initial Registered Agent**

The street address of the initial registered office of the Corporation is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Francis B. Brogan, Jr.

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ARTICLE VI**Incorporator**

The name and address of the sole incorporator of the Corporation is Francis B. Brogan, Jr., 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VII**Initial Board of Directors**

The Corporation's Board of Directors (the "**Board of Directors**") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

The name and address of the initial director of the Corporation is Robert Steven Bostic, 25 Hendricks Isle, Unit 504N, Fort Lauderdale, Florida 33301.

ARTICLE VIII**Limitation on Director Liability**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) as provided in Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX**Indemnification**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE X**Bylaws**

The Board of Directors shall adopt the initial Bylaws of the Corporation for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may thereafter be amended, altered, or repealed and new Bylaws may be adopted as provided in the

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Corporation's Bylaws. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation.

ARTICLE XI

Amendment


These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of ELECTRA LEARNING INTERNATIONAL, INC. this 28th day of Dec, 2001.


Francis B. Brogan, Jr.
Incorporator

**CONSENT OF REGISTERED AGENT
OF
ELECTRA LEARNING INTERNATIONAL, INC.**

The undersigned, Francis B. Brogan, Jr., having been named as registered agent and to accept service of process for **ELECTRA LEARNING INTERNATIONAL, INC.**, a Florida corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.


Francis B. Brogan, Jr.
Registered Agent

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