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

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-12/28/01--01020--011
*****78.75 *****78.75

Re: Articles of Incorporation of
EDU-RX, Inc.

Dear Sirs and Madams:

Please find enclosed Articles of Incorporation of EDU-RX, Inc. and a check in the amount of \$78.75, representing \$35.00 for the Filing Fee, \$35.00 for the Registered Agent Fee and \$8.75 for a Certified Copy of the Recorded Articles of Incorporation of the corporation.

Please feel free to call me at 954-524-0824 with any questions you may have.

Sincerely,

Blake G. Hobby 12/21/01
Blake G. Hobby

FILED
01 DEC 28 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/31

ARTICLES OF INCORPORATION
OF
EDU-RX, INC.

FILED
01 DEC 28 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, certify that we have associated ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, Florida Statutes, Chapter 607- Florida Business Corporation Act, providing for the formation, rights, privileges, and immunities of corporations for profit. We further declare that the we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation shall be EDU-RX, INC. (hereinafter, the ACorporation@)

ARTICLE II
Nature of Business

The general nature of the business or businesses to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States and the State of Florida. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Corporation to carry on any business exercise or power, or do any act which a corporation may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III
Exercise of Powers

All Corporation powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The Board of Directors shall have the power and authority to prescribe the consideration to be paid to the

Corporation in exchange for the issuance and disposal of its capital stock. The Board of Directors shall also have the authority to adopt bylaws which shall govern the operation of the business of the Corporation, and to thereafter amend the same and this Article from time to time if necessary.

ARTICLE IV
Directors

The Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Nick Andrew Hinrichsen	4631 N.E. 3 rd Terrace Fort Lauderdale, FL 33334
Blake G. Hobby	1733 S.W. 4 th Court Fort Lauderdale, FL 33312

ARTICLE V
Officers; Incorporators

The name and address of the Officers of the Corporation, who shall hold office for the first year of existence of the Corporation, or until their successors are elected and have qualified are as follows, who are also the Incorporators to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Blake G. Hobby	1733 S.W. 4 th Court Fort Lauderdale, FL 33312	President
Nick Andrew Hinrichsen	4631 N.E. 3 rd Terrace Fort Lauderdale, FL 33334	Vice-President

ARTICLE VI
Duration of Existence

The Corporation shall have perpetual existence unless sooner dissolved according to law, and its existence shall commence upon filing.

ARTICLE VII
Address of Registered Office, Registered Agent and Principal Office

The mailing address of the Corporation shall be P.O. Box 23144, Ft. Lauderdale, FL 33307. The address of the initial principal office of the Corporation shall be 1733 S.W. 4th Court, Fort Lauderdale, FL 33312. The address of the initial registered office of the Corporation in the State of Florida shall be 4631 N.E. 3rd Terrace, Fort Lauderdale, FL 33334. The name of the initial registered agent of the Corporation at such address shall be NICK ANDREW HINRICHSSEN. The Corporation may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII
Indemnification of Directors and Officers

The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Incorporator, Director, Officer, employee or agent made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigate (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in it favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as an Incorporator, Director, Officer, employee or agent of the Corporation or a Incorporator, Director, Officer, employee or agent of any other company, partnership, limited liability

company, limited partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys= fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, to the fullest extent permitted by Florida law and in accordance with the procedures specified by Florida law for determining the legality, applicability or appropriateness of such indemnification.

ARTICLE IX Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon Directors and Officers are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X Shares

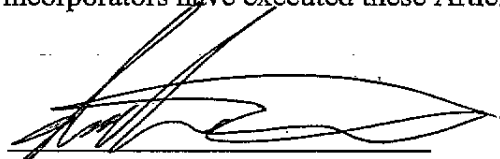
The total amount of authorized capital stock of the Corporation shall be ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00) to be divided into ONE THOUSAND (1,000) shares of the par value of ONE AND NO/100 DOLLAR (\$1.00) each, all of which stock shall be common stock.

ARTICLE XI Small Business Election

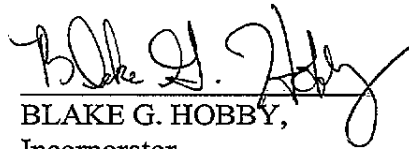
The Corporation shall elect to be taxed as a Small business corporation@ for income tax

purposes under the provisions of section 1372, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 21st day of December, 2001.



NICK ANDREW HINRICHSEN,
Incorporator



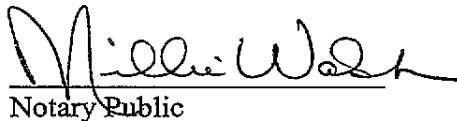
BLAKE G. HOBBY,
Incorporator

STATE OF FLORIDA
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 21st day of December, 2001, by Nick Andrew Hinrichsen, who is personally known to me or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.



Millie Walsh
Commission # 00 849256
Expires Aug. 13, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

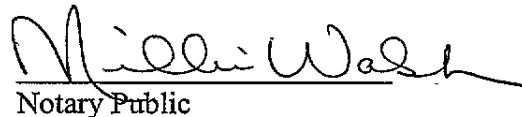
My Commission Expires: 8/13/03

STATE OF FLORIDA
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 21st day of December, 2001, by Blake G. Hobby, who is personally known to me or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.



Millie Walsh
Commission # 00 849256
Expires Aug. 13, 2003
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public

My Commission Expires: 8/13/03

ACCEPTANCE OF REGISTERED AGENT

In compliance with Florida Statutes Section 48.091 and 607.0501 (3), the following is submitted:

EDU-RX, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated, 4631 N.E. 3rd Terrace Fort Lauderdale, FL 33334 as its initial Registered Office and has named NICK ANDREW HINRICHSEN, located at said address, as its initial Registered Agent.


NICK ANDREW HINRICHSEN,
Incorporator


BLAKE G. HOBBY,
Incorporator

Having been named to Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.094 relative to keeping the office open.


NICK ANDREW HINRICHSEN

Date: 12/21/01

01 DEC 28 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED