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JOEL B. BLUMBERG, P.A.

ATTORNEY AT LAW
200 BUTLER STREET
SUITE 307

WEST PALM BEACH, FLORIDA 33407

TEL: (561) 683-5900 FAX: (561) 683-6600

PLEASE REPLY TO:

P.O. Box 2261

PALM BEACH, FLORIDA 33480

January 15, 2002

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*****78.75 *****78.75

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

Re: College Entrance, Inc.

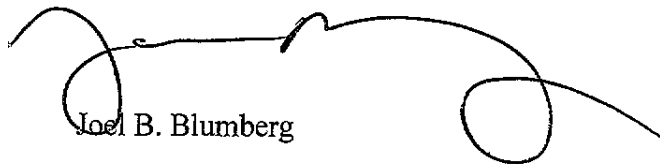
Dear Sir or Madam:

Enclosed, please find Articles of Incorporation and our check in the amount of \$78.75 as well as the registered agents certificate.

Please return a stamped copy of the filed Articles.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Joel B. Blumberg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 17 PM 1:25

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Enclosures

(-24-02
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ARTICLES OF INCORPORATION
OF
COLLEGE ENTRANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 17 PM 1:25

ARTICLE I - NAME

The name of this Corporation and its principal place of business is:

College Entrance, Inc.
350 Seabreeze Avenue
Palm Beach, FL 33480

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation shall be authorized to transact any and all lawful business as provided by Florida Statutes, Chapter 607, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

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

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

Joshua Goodman and Michael Kai shall initially own an equal number of shares of the corporation.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and the name of the initial registered agent of this Corporation at such address are as follows:

REGISTERED AGENT

Joel B. Blumberg

STREET ADDRESS OF REGISTERED OFFICE

200 Butler Street, Suite 307
West Palm Beach, FL 33407

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial directors of this Corporation are: Michael Kai and Joshua Goodman

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

NAME

Joel B. Blumberg, Esquire

ADDRESS

200 Butler Street, Suite 307
West Palm Beach, FL 33407

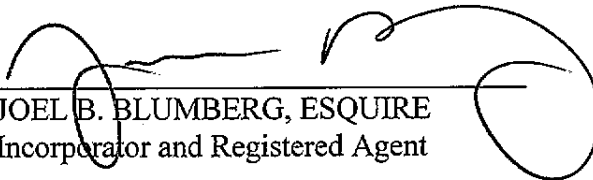
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE X - BEGINNING OF CORPORATE EXISTENCE


Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of January, 2002.


JOEL B. BLUMBERG, ESQUIRE
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing was acknowledged before me this 15th day of January, 2002, by Joel B. Blumberg, Esquire, as Incorporator, who (☒) is personally known to me, or who (☐) has produced _____ as identification.


Notary Public, State of Florida.
Commission Number:
My Commission expires:

Print Notary Name:

Jennifer P. Giallanza

(Notary Seal)



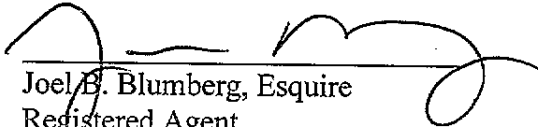
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

College Entrance, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named Joel B. Blumberg, Esquire, 200 Butler Street, Suite 307, West Palm Beach, FL 33407 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Joel B. Blumberg, Esquire
Registered Agent

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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