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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

educational enterprises, inc.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
EDUCATIONAL ENTERPRISES, INC.

ARTICLE I - NAME

The name of this corporation is **EDUCATIONAL ENTERPRISES, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **630 LAYNE BOULEVARD -SUITE 101, HALLANDALE, FL 33009.**

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue **100** shares of **\$1.00** par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **630 LAYNE BOULEVARD - STE 101, HALLANDALE, FL 33009** and the name of the initial registered agent of this corporation at that address is **FRANCES WINFREY.**

Prepared by:

Kim Marks CPA PA
11900 Biscayne Blvd #290
North Miami FL 33181

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
FRANCES WINFREY	630 LAYNE BOULEVARD - STE 101 HALLANDALE, FL 33009

ARTICLE VIII - Officers

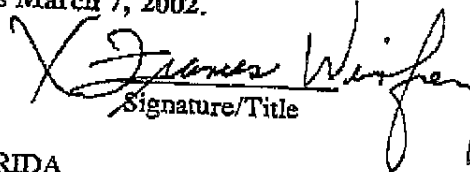
The name and title of each officers is:

FRANCES WINFREY	President
	Vice President
	Secretary
	Treasurer

ARTICLE VIII - AMENDMENT

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.

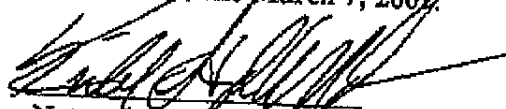
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this March 7, 2002.


Signature/Title

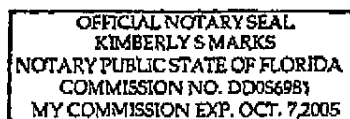
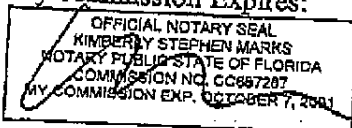
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared FRANCES WINFREY known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this March 7, 2002.


Notary Public, State of Florida at Large

My commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT EDUCATIONAL ENTERPRISES, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HALLANDALE, STATE OF FLORIDA, HAS NAMED FRANCES WINFREY, LOCATED AT 630 LAYNE BLVD - STE 101, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Corporate Officer)

TITLE pres.

DATE 3/7/02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE 
(Resident Agent)

DATE 3/7/02

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