

Charter Number Only

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**P0200026749**

Requestor's Name  
**Binhara, Ceballos & Hevia**  
Address  
**1405 S.W. 107 Avenue # 301B**  
**Miami, Florida 33174**  
City State ZIP Phone  
**6835A**

ATION ONLY

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-03/07/02--01028--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

**ED.USA, Corp**

DIVISION OF CORPORATION

02 MAR -7 AM 9:28

- ☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☒ Certified Copy  
☒ Call When Ready  
☒ Walk In
- ☐ Amendment  
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- ☐ Merger  
☐ Mark  
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☐ Change of Registered Agent  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAR 12 AM 10:04

102-6504  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 7, 2002

EMPIRE

SUBJECT: ED.USA, CORP.  
Ref. Number: W02000006504

We have received your document for ED.USA, CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum  
Document Specialist  
New Filing Section

Letter Number: 602A00013883

RECEIVED  
02 MAR 12 PM 9 38  
DIVISION OF CORPORATIONS

# ARTICLES OF INCORPORATION

OF

EDL.USA, Corp.

FILED  
02 MAR 12 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

## ARTICLE I

The name of this corporation shall be **EDL.USA, Corp.** and the initial address of this corporation shall be 7205 NW 68<sup>th</sup> Street, # 6, Miami, Florida 33166.

## ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

## ARTICLE III

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

Number of Shares Authorized 1,000  
Par Value Per Share \$ 1.00  
Class of Stock Common

The consideration for all of the said stock shall be payable in cash or services.

## ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

## **ARTICLE V**

The initial registered office of this corporation shall be at 7205 NW 68<sup>th</sup> Street, # 6, Miami, Florida 33166 with the privilege of having its locations at other places within or without the State of Florida. The initial registered agent at that address shall be Luisa Quintana.

## **ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

## **ARTICLE VII**

The name and address of the first director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be;

Luisa Quintana 7205 NW 68<sup>th</sup> Street, # 6, Miami, Florida 33166

## **ARTICLE VIII**

The name and address of the Incorporator is Juan M. De Lima c/o NW 68<sup>th</sup> Street, Miami, Florida 33166.

## **ARTICLE IX**

No contract or transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## ARTICLE X

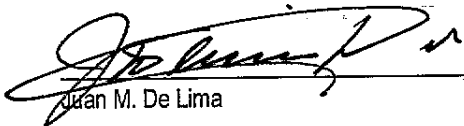
The private property of the stockholders shall not be subject to payment of the corporation debts in any extent.

## ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator, hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5<sup>th</sup> day of March, 2002.

Having been named Registered Agent for the above stated corporation at place designated in this certificate, I hereby accept service and agree to comply with the provision of said Act relative to keeping open said office.

  
Juan M. De Lima

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02 MAR 12 PM 10:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
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