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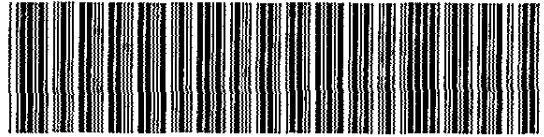
(Business Entity Name)

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FILED  
2003 JUL 11 PM 3:03  
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03 JUL 11 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

07-11-03

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**LAZARUS CORPORATE FILING SERVICE**

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**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MORNINGSTAR EDUCATIONAL MEDIA, INC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

OF

**MORNINGSTAR EDUCATIONAL MEDIA, INC.**

I, the undersigned, hereby set forth these articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporation for profit.

**ARTICLE ONE**

The name of the corporation shall be: **Morningstar Educational Media, Inc.**

**ARTICLE TWO**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock with \$1 par value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) Shares.

**ARTICLE FOUR**

The amount of capital with which this corporation will begin business will be not less than Five Hundred (\$500.00) Dollars.

**ARTICLE FIVE**

This corporation is to have perpetual existence.

**ARTICLE SIX**

The principle office of this corporation shall be at **13175 S.W. 10<sup>th</sup> Terrace Drive, Miami, Florida, 33184** and the Initial Resident Agent at such address is **Patricia R. Del Valle**.

**ARTICLE SEVEN**

The number of Directors shall be not less than one.

### ARTICLE EIGHT

The name and post office address of the first Director, who, subject to the provisions of the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified, is:

<u>NAME</u>	<u>ADDRESS</u>
Patricia R. Del Valle	13175 S.W. 10 Terrace Drive Miami, Florida 33184

### ARTICLE NINE

The name and post office address of the Subscriber to the stock and the number of shares that he/she agrees to take, is as follows, to-wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
Patricia R. Del Valle	Same as above	President	167
Raysa Richardson	7550 S.W. 29 Street Miami, Florida 33155	Vice-President	167
Maria Gondra	820 Benevento Avenue Coral Gables, FL 33146	Sec./ Treasurer	166

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

### ARTICLE TEN

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of Stockholders; and no Stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the Stockholders or Board of Directors.

The corporation may in it's by-laws confer powers upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both Stockholders and Directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in this manner now or hereafter prescribed by statute, and all right conferred upon Stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal this **9th** day of **July**, **2003**.

A handwritten signature in black ink, appearing to read "Patricia R. Del Valle". The signature is written in a cursive, flowing style with a large initial "P".

*Patricia R. Del Valle, President*

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR 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 **Morningstar Educational Media, Inc.**

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT:

CITY OF: **Miami**


STATE OF: **Florida**

HAS NAMED **Patricia R. Del Valle**  
**Registered Agent**

LOCATED AT: **13175 S.W. 10<sup>th</sup> Terrace Drive**  
**Miami, Florida 33184**

STATE OF FLORIDA, AS IT'S AGENT ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE:  
TITLE:


  
*President*

DATE:

7/9/03

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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

  
*Registered Agent*

DATE:

7/9/03