

29, 2004 2:11 AM
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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

TEACHUS CORP.

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ARTICLES OF INCORPORATION

TEACHUS CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is TEACHUS CORP.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

16914 Waterbend Drive
Unit 168
Jupiter, Florida 33477

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

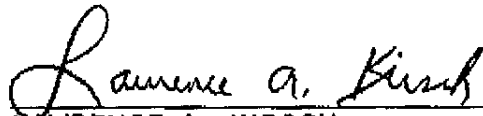
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Nov. 29. 2004 2:16AM
(H04000235404 3)

No. 9818 P. 3

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 29th day of November, 2004.


LAWRENCE A. KIRSCH

(H04000235404 3)

Nov. 29. 2004 2:16AM

No. 9818 P. 4

(H04000235404 3)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida
Statutes, the undersigned corporation, organized under the laws of the state
of Florida, submits the following statement in designating the registered
office/registered agent, in the state of Florida.

1. The name of the Corporation is:

TEACHUS CORP.

2. The name and address of the registered agent and office is:

Andrea Lundquist D'Ercole
(Name)

16914 Waterbend DR., Unit 168
(P.O. Box NOT acceptable)

Jupiter, Florida 33477
(City/State/Zip)

Having been named as registered agent and to accept service of process for
the above stated corporation at the place designated in this certificate, I
hereby accept the appointment as registered agent and agree to act in this
capacity. I further agree to comply with the provisions of all statutes
relating to the proper and complete performance of my duties, and I am
familiar with and accept the obligations of my position as registered agent.

Andrea Lundquist D'Ercole 11-23-04
Signature Date

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