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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
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FLORIDA PROFIT CORPORATION OR P.A.

Learning Resources RPB, Inc.

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ARTICLES OF INCORPORATION
OF
LEARNING RESOURCES RPB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be:

Learning Resources RPB, Inc.

ARTICLE II
ADDRESS

The mailing address of the corporation is:

1169B Royal Palm Beach Blvd.
Royal Palm Beach, Florida 334111

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard,
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Domenick R. Lioce

ARTICLE V
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Domenick R. Lioce	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 10th day of December, 2004.



Domenick R. Lioce, Incorporator

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Learning Resources RPB, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Domenick R. Lioce located thereat as its registered agent to accept service of process within this State.

By:


Domenick R. Lioce, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By:


Domenick R. Lioce, Registered Agent

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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