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TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

60000014894696 -03/21/95--01076--001 *****78.75

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SUBJECT: PRO-EDUCATIONAL PRODUCTIONS, INC. (Proposed corporate name - must include suffix)								
Enclosed is an original for : \$70.00 Filling Fee	and one (1) cop \$78.75 Filing Fee & Certificate	oy of the articles of i \$122.50 Filing Fee & Certified Copy	ncorporation ar \$131.25 Filing Fee, Certified Copy & Certificate	nd a check				
FROM: SANDY H. STRAUS Name (printed or typed)								
9850 SANDAL FOOT BLVD. SUITE * 479 Address								
BOCA RATON, FLORIDA 33428 City, State & Zip								
Allan)	Daytime	451-204 Telephone number	 -	FILED 95 KA 20 T				

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PRO-EDUCATIONAL PRODUCTIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9850 SANDALFOOT BOULEVARD SUITE * 479 BOCA RATON, FLORIDA 33428

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES OF STOCK

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

SANDY H. STRAUS

9850 SANDALFOOT BOULFUARD
SUITE * 479

BOCA RATON, FLORIDA 33428

ARTICLE V INCORPORATORIS

The name(s) and street address(es) of the incorporator(s) to these Articles of incorporation is(are):

SANDY H. STRAUS, PRESTRUIS, PRESTRUIS, PRESTRUIS, PRESTRUIS, SUITE # 479

BOCA RATON, FLOKIDA 33428

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 12 day of March 1995.

Signature

Signature

Articles of Incorporation Filing Fee - \$35

Signature

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: PRO-EDUCATIONAL F	RODUC [1	ONS,	INC.
		710 9		
2.	The name and address of the registered anent and office is:	#13 20 FT		
	SANDY H. STRAUS (Name)			
	9850 SANDALFOOT BLVD. SUITE	(0)	_	
	(P.O. Box not acceptable)		_	
	BOCA RATON, FLORIDA 33428			

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 domply 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?

laus

(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314