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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

302- 127

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VIDEO TEACHER, INC.

FAX AUDIT NUMBER: H95000004347

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CLERK OF COURT

APR-18-1995 15:24 FROM EMPIRE

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

April 18, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: VIDO TEACHER, INC.

REF: H95000008311

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000004347
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

APR 19 1995

904 487 6934

CLERK

Prepared by:
RAFAEL IGLESIAS
801 Madrid St. #104
Coral Gables, FL 33134
305-446-8422

ARTICLES OF INCORPORATION
OF
VIDEO TEACHER, INC.

(5)

FILED
95 APR 19 AM 10:31
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, VIDEO TEACHER, INC.

The initial address of this corporation shall be, 3601 Van Buren St., #41, Hollywood, FL. 33021.

ARTICLE II

This corporation may engage in any activity of 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 <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
500	1.00	COMMON

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

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, 12423 S.W. 104th. Lane, Miami Fl. 33186. 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, Andrea Suescun.

ARTICLE VI

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:

Clara L. Zepeda
3601 Van Buren St. #41
Hollywood, Fl. 33021

ARTICLE VII

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 majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VIII

The name and address of the Incorporator is, Clara L. Zepeda 3601 Van Buren St. #41, Hollywood Fl. 33021.

ARTICLE IX

No contract or other 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 director 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 a 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 corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by the 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 are true, and hereunto set my hand and seal this

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.

Clara L. Zepeda
INCORPORATOR
Clara L. Zepeda

Andrea Suescun
REGISTERED AGENT
Andrea Suescun

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STATE OF FLORIDA)

COUNTY OF Broward) SS:

BEFORE ME, the undersigned authority, personally appeared Andrea Suescum, Clara L. Zepeda to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

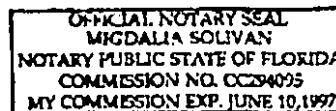
WITNESS my hand and official seal in the State of Florida and County aforesaid, this

Migdalia Solivan
NOTARY PUBLIC MIGDALIA SOLIVAN
(NOTARIAL SEAL)

MY COMMISSION EXPIRES:

6-10-97

Produce Identification



H9500000 4348