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ACCOUNT NO. : 072100000032

REFERENCE : 595795 82572A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : May 9, 1995

ORDER TIME : 10:52 AM

ORDER NO. : 595795

CUSTOMER NO: 82572A

CUSTOMER: Stephen C. Watson, Esq
HAHN MCCLURG WATSON GRIFFITH
& BUSH
101 S. Florida Avenue

Lakeland, FL 33801

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-05/09/95--01091--026
****122.50 ****122.50

DOMESTIC FILING

NAME: TEACHERS EXCHANGE, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: _____

FILED
95 MAY -9 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY 10 1995

HAHN, McCLURG, WATSON, GRIFFITH & BUSH
ATTORNEYS AT LAW

JAMES P. HAHN*
E. V. McCLURG
STEPHEN C. WATSON*
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PHILIP H. BUSH

J. TOM WATSON
OF COUNSEL

P. O. BOX 38
C. V. McCLURG BLDG.
101 S. FLORIDA AVENUE
LAKELAND, FLORIDA 33802-0038
(813) 688-7747
FAX (813) 683-4582

P. O. BOX 303
PEOPLES BANK BLDG.
115 S. MISSOURI AVENUE
LAKELAND, FLORIDA 33802-0303
(813) 683-4211
FAX (813) 680-1070

WRITER'S DIRECT NUMBER:
(813) 688-7747

IN REPLY REFER TO:
P. O. Box 38

*BANK CERTIFIED REAL ESTATE LAWYER

May 8, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: TEACHERS EXCHANGE, INC.
Our File No. 95-338

Greetings:

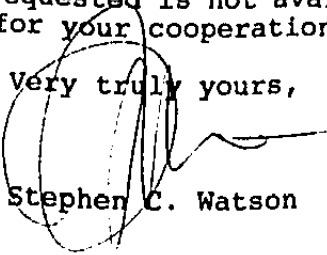
Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- A. Articles Of Incorporation filing fee, \$35.00.
- B. Certified copy of Articles Of Incorporation, \$52.50.
- C. Registered Agent Designation Filing Fee, \$35.00.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,


Stephen C. Watson

SCW:lm

Enclosure

COAIFL

ARTICLES OF INCORPORATION
OF
TEACHERS EXCHANGE, INC.

FILED
95 MAY -9 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be TEACHERS EXCHANGE, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of marketing and sales of educational materials and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,500 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the

Articles Of Incorporation Of TEACHERS EXCHANGE, INC.

preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain
Transfer Restrictions Imposed By This

Articles Of Incorporation Of TEACHERS EXCHANGE, INC.

Corporation's Articles Of Incorporation, A
Copy Of Which Is On File At This Corporation's
Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

BONNIE BRUORTON

SHEILA GRAHAM

4630 Little Grove Lane

246 West Socrum Loop Rd.

Lakeland, FL 33813

Lakeland, FL 33809.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

246 West Socrum Loop Rd.

Lakeland, FL 33809.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: BONNIE BRUORTON.

ARTICLE X. INCORPORATORS

The names and addresses of the individuals who shall serve as this corporation's incorporators are:

BONNIE BRUORTON

SHEILA GRAHAM

4630 Little Grove Lane

246 West Socrum Loop Rd.

Lakeland, FL 33813

Lakeland, FL 33809.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Bonnie Bruorton
Incorporator

Sheila Graham
Incorporator

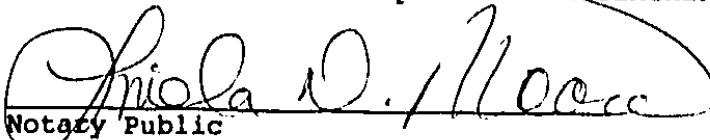
I hereby accept my designation as resident agent and agree to serve as the resident agent of TEACHERS EXCHANGE, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for TEACHERS EXCHANGE, INC.

Bonnie Bruorton
BONNIE BRUORTON - Registered Agent

State Of Florida

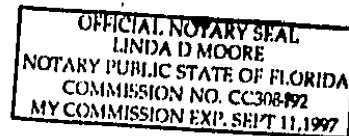
County Of Polk

On May 8, 1995, BONNIE BRUORTON, designated above as the individual who shall serve as the corporation's initial registered agent, and SHEILA GRAHAM, the individuals, designated above, as the corporation's incorporators, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of TEACHERS EXCHANGE, INC.


Notary Public

LINDA D. MOORE

(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of TEACHERS EXCHANGE, INC.