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(SAMPLE LETTER OF TRANSMITTAL)

FILED

95 MAY -8 PM 5:07

Date MAY 5, 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: VA-LU-E EDUCATIONAL EXTENSION INC., Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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-05/08/95--01128--007
****122.50 ****122.50

CARLOS CALDERON

(individual's name)

VA-LU-E EDUCATIONAL EXTENSION INC.
(name of corporation)

*PAID
5-10*

MAILING ADDRESS OF CORPORATION		
425 N.E. 33rd STREET		
BOCA RATON FL. 33431		
PHONE		
(407)	434-9143	Ext.
Area Code	Number	

ARTICLES OF INCORPORATION

of

VA-LU-E EDUCATIONAL EXTENSION INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

VA-LU-E EDUCATIONAL EXTENSION INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares (500) of one

Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME CARLOS CALDERON

ADDRESS 3907 TUSKEGEE DRIVE

CITY LANTANA

FLORIDA

ZIP 33462

The principal office, if known, or the mailing address of the corporation is:

NAME CARLOS CALDERON

ADDRESS 425 N.E. 33 STREET

CITY BOCA RATON

FLORIDA

ZIP 33431

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 (ONE) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME CARLOS CALDERON

ADDRESS 3907 TUSKEGEE DRIVE

CITY LANTANA

STATE FLORIDA

ZIP 33462

NAME

ADDRESS

CITY

STATE

ZIP

NAME

ADDRESS

CITY

STATE

ZIP

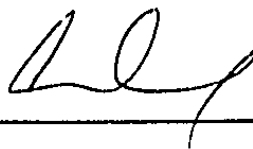
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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME <u>CARLOS CALDERON</u>			
ADDRESS <u>3907 TUSKEGEE DRIVE</u>			
CITY <u>LANTANA</u>	STATE <u>FLORIDA</u>	ZIP <u>33462</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 5th
day of MAY, 1995.



_____(Seal)
_____(Seal)
_____(Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

VA-LU-E EDUCATIONAL EXTENSION INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

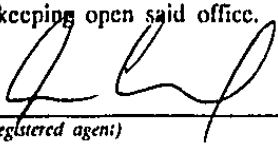
at 3907 TUSKEGEE DRIVE
LANTANA FLORIDA 33462

has named CARLOS CALDERON

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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