

P95000037234

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1482 W FLAGLER ST
SUITE 200
MIAMI FL 33135-0000
CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DISTRIBUTION EDUCOMP INC.
FAX AUDIT NUMBER: H95000005070
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TALLAHASSEE, FLORIDA

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P95-37234
to 9567



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 3, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: DISTRIBUTION EDUCOMP INC.
REF: W95000009567

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

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Loria Foole
Corporate Specialist

FAX Aud. #: W95000005070
Letter Number: 095A00022145

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF**

Distributors Educomp Inc.
THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT
THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION **Distributors Educomp Inc.**

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED
ARE: Export/Import

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS
CONNECTED WITH

2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH
CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL
CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS
WHICH CAN BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH
AUXILIARY TO THE FOREGOING BUSINESS.

3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR
NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS
AUTHORIZED TO ISSUE IS 100 SHARES. SUCH SHARES SHALL BE OF A
SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00

LUIS G. BRITO
407 LINCOLN RD. # 5B
MIAMI BEACH, FL 33139
(805) 534-9292

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND THE PRINCIPLE
OFFICE THE CORPORATION IS : LUIS BRITO, 407 LINCOLN RD SUITE 5-B
Miami Beach, Fl. 33139 AND THE NAME OF INITIAL REGISTERED AGENT AT SUCH
ADDRESS IS: LUIS G. BRITO


ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF
DIRECTORS OF THE CORPORATION IS One (1) THE NAME AND ADDRESS OF
EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF
DIRECTORS IS:

PRESIDENT Jose Manuel Souto 4805 NW 79th AVE #15 Miami Fl 33166
SECRETARY
TREASURER
VICE PRESIDENT

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:
WITNESS WHERE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED
THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS 04
DAY OF May 1995


INCORPORATOR
Jose Manuel Souto

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENT IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED LUIS G. BRITO _____, KNOW TO ME
AND KNOW BY ME TO EXECUTED THE FOREGOING ACCEPTANCE BY
REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT
ACCEPTANCE ON ____ 04 ____ DAY OF ____ May ____ 1995

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED Jose Manuel Houto KNOWN TO ME AND KNOWN BY
ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE
EXECUTED THOSE ARTICLES OF INCORPORATION.
IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND
COUNTY ABOVE, ON ____ 04 ____ DAY OF ____ May ____ 1995.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER PERFORMANCE OF MY DUTIES.


REGISTERED AGENT
LUIS G. BRITO

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NOTARY OF STATE
TALLAHASSEE, FLORIDA

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