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TO: VICE PRESIDENT OF OPTION

DEPARTMENT OF REVENUE

STATE OF FLORIDA

409 EAST PALM BLVD

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

PUBLIC AND IRS SYSTEM

INLAND COVER SHEET

FORM 1001 FIRE INSURANCE RATE KIT COMPANY

1992 FIDELITY ST

MIAMI, FL 33135-

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: EDUCATIONAL RESOURCES INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000004600

DATE REQUESTED: 03/29/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 15:32:48

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
EDUCATIONAL RESOURCES INTERNATIONAL, INC.

SECRETARY OF STATE
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ARTICLE I - NAME

The name of this Corporation is Educational Resources
International, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date
these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all
lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of
\$1.00 par value, which said shares shall be designated as
"Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office
of the Corporation is 15439 SW 111 Lane,
Miami, FL 33196-2733.

The name of the initial Registered Agent of this
Corporation is, Adalinda Gonzalez.

Prepared By: Michael Fish, CPA
7700 N. Kendall Dr. #505
Miami, FL 33156
305-279-8484

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Adalinda Gonzalez
15439 SW 111 Lane
Miami, Florida 33196-2733

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Adalinda Gonzalez
15439 SW 111 Lane
Miami, Florida 33196-2733

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

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ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of _____ 1996.

Adalinda Gonzalez
Adalinda Gonzalez

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 1996.

Adalinda Gonzalez
Adalinda Gonzalez
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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