

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 4/17
 TIME 11:30
 BY [Signature] CK No. _____

WALK-IN
 Will Pick Up _____

P96000033411

No. 5,504

RE: Educational Appointments &
 Development Consultants, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<i>Photo</i>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-	500001784025 -04/17/96 01060 009	
<input type="checkbox"/> Fictitious Name File	*****70.00 *****70.00	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE..... \$
 DISBURSED..... \$
 SURCHARGE..... \$
 TAX on corporate supplies..... \$
 SUBTOTAL..... \$
 PREPAID..... \$
 BALANCE DUE..... \$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

ARTICLES OF INCORPORATION

96 APR 17 PM 1:21

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EDUCATIONAL APPARATUS & DEVELOPMENT CONSULTANTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

EDUCATIONAL APPARATUS & DEVELOPMENT CONSULTANTS, INC.

The principal place of business of this corporation shall be: 3377-E CRYSTAL COURT WEST, PALM HARBOR, FLORIDA 34685. The mailing address of this corporation shall be: 3377-E CRYSTAL COURT WEST, PALM HARBOR, FLORIDA 34685.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have one director and officer, initially. The name and street address of the initial director and officer who shall hold office for the first year of the corporation's existence, or until his successor is elected or appointed is:

Catherine Varkas
President

3377-E Crystal Court West
Palm Harbor, Florida 34685

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to this
Articles of Incorporation is:

Catherine Varkas

3377-E Crystal Court West
Palm Harbor, Florida 34685

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of April, 1996.

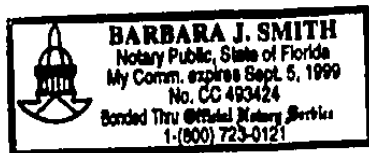
Signature of Incorporator

Catherine Varkas
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 15th day of April, 1996, by Catherine Varkas of EDUCATIONAL APPARATUS & DEVELOPMENT CONSULTANTS, INC.



Notary Public

Barbara J. Smith
My Commission Expires: 9/5/99

FILED

CERTIFICATE DESIGNATING

96 APR 17 PM 1:21

REGISTERED AGENT/REGISTERED OFFICE

SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

EDUCATIONAL APPARATUS & DEVELOPMENT CONSULTANTS, INC.

2. The name and address of the registered agent and office is:

Name: CATHERINE VARKAS

Address: 3377-E CRYSTAL COURT WEST

City: PALM HARBOR

State: FLORIDA

Zip: 34685

SIGNATURE

Catherine Varkas
(Corporate Officer)

TITLE: PRESIDENT

DATE:

April 15, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Catherine Varkas

DATE:

April 15, 1996