

ECKERT SEAMANS CHERIN & MELLOTT

ATTORNEYS AT LAW

P96000073317

JUL 2 1996

First Fort Lauderdale Place
100 Northeast Third Avenue
Fort Lauderdale, FL 33301
Telephone 305/521-0100
Facsimile 305/521-2002

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

500001985825
-08/23/96--01077--010
***122.50 ***122.50

Re: Global Academic Interactive Network, Inc.

Dear Secretary:

Enclosed is an original and one copy of the Articles of Incorporation of Global Academic Interactive Network, Inc. and our firm's check in the amount of \$122.50.

Also enclosed is a copy of your July 9, 1996 letter number 396A00033374 acknowledging reservation of the corporate name of Global Academic Interactive Network, Inc. by reservation #R96000003327.

Please return to the undersigned a certified copy of the Articles of Incorporation.

If you have any questions or have further requirements, please do not hesitate to call me.

Fort Lauderdale

Boca Raton

Miami

Tallahassee

Pittsburgh

Harrisburg

Allentown

Philadelphia

Boston

Washington, D.C.

N/A

Sincerely,

Elizabeth Chimpoulis

Elizabeth Chimpoulis, CLA

ELIZABETH CHIMPOULIS
LEGAL ASSISTANT
954/ 768-5354



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1996

ELIZABETH CHIMPOULIS
ECKERT SEAMANS CHERIN, ET AL.
100 NE 3RD AVE., 1ST FT. LAUDERDALE PL.
FT. LAUDERDALE, FL 33301

The name GLOBAL ACADEMIC INTERACTIVE NETWORK, INC. has been reserved for 120 days beginning July 9, 1996. The reservation number is R9600003327 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 396A00033374

**ARTICLES OF INCORPORATION
OF
GLOBAL ACADEMIC INTERACTIVE NETWORK, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

GLOBAL ACADEMIC INTERACTIVE NETWORK, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

**George I. Platt
100 Northeast Third Avenue, Suite 900
Fort Lauderdale, Florida 33301**

ARTICLE VI

The number of Directors of this Corporation shall initially be four (4). The Corporation shall be managed by the Board of Directors. The exact number of Directors may be increased or decreased, from time to time, by the Laws of the Corporation but at no time shall there be less than three (3) Directors.

The names and street addresses of the initial Directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

Name:

Address:

**Carol Pasternak
Director/President**

**101 SW 63 Terrace, Suite 100
Plantation, Florida 33317**

**Barry Pasternak
Secretary/Treasurer**

**101 SW 63 Terrace, Suite 100
Plantation, Florida 33317**

**Fidencio Platt
Director**

**4449 NW Boca Raton Boulevard
Boca Raton, Florida 33431**

**Shirley Fischler
Director**

**5000 Taylor Street
Hollywood, Florida 33021**

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Carol Pasternak
101 SW 63 Terrace, Suite 100
Plantation, Florida 33317

ARTICLE VIII

The mailing address of the corporation is:

101 SW 63 Terrace, Suite 100
Plantation, Florida 33317

Executed at St. Louis, Florida, this 21st day of August, 1996.

Carol Pasternak
Carol Pasternak, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me, a Notary Public in and for said County and State, this 23 day of August, 1996, by Carol Pasternak. She is personally known to me or has produced Self as identification and did/did not take an oath.

Catherine Grace Gogonas
Name: Catherine Grace Gogonas

Commission No.: _____
Notary Public, State of Florida at Large

My Commission Expires:

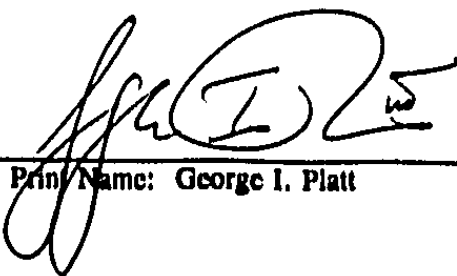


CATHERINE GRACE GOGONAS
MY COMMISSION # CC428460 EXPIRES
December 21, 1998
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of GLOBAL ACADEMIC INTERACTIVE NETWORK, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes, Section 607.325.

Dated this 25 day of August, 1996.


Print Name: George I. Platt

FILED
96 AUG 29 PM 3:54
TALLAHASSEE, FLORIDA