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FALL HARBOR, FL 32101-1407
TEL 321-222-0077
FAX 321-222-0077

800-342-8086

P96000077040

ACCOUNT NO. : 072100000032

REFERENCE : 087126 4346978

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : September 16, 1996

ORDER TIME : 1:49 PM

ORDER NO. : 087126

CUSTOMER NO: 4346978

000001948520

CUSTOMER: Joshua Bennett, Esq
SCHANTZ SCHATZMAN & AARONSON,
P.A.
Suite 1050
200 South Biscayne Boulevard
Miami, FL 33131-2394

DOMESTIC FILING

NAME: HOME WORKS EDUCATIONAL
PRODUCTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

FILED
STATE
SEP 16 1996
MICHIGAN

SEP 16 1996
MICHIGAN
J. J. J.

ARTICLES OF INCORPORATION

- OF -

HOME WORKS EDUCATIONAL PRODUCTS, INC.

FILED
IN THE CLERK OF STATE
OFFICE OF CORPORATIONS
96 SEP 16 AM 9:44

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **HOME WORKS EDUCATIONAL PRODUCTS, INC.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$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 office for service of process of this corporation is 200 S. Biscayne Blvd., Ste. 1050, Miami, Florida 33133, and the name of the initial registered

agent of this corporation at that address is Josh N. Bennett, Esq. The mailing address and principal business office address for the Company is 783 Gloucester, Boca Raton, Florida 33487.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ANNA M. BLANGIARDO	783 Gloucester, Boca Raton, Florida 33487.

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
JOSH N. BENNETT, ESQ.	200 S. Biscayne Blvd., Ste. 1050, Miami, Florida 33131

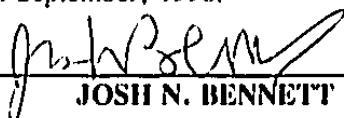
ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 11th day of September, 1996.



JOSH N. BENNETT

STATE OF FLORIDA

)

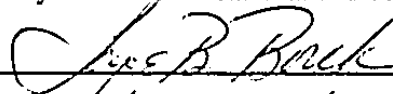
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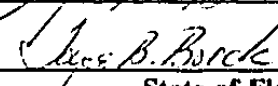
COUNTY OF DADE

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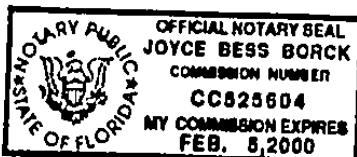
BEFORE ME, the undersigned authority, personally appeared JOSH N. BENNETT, to me known to be the individual described in and who executed the foregoing Articles of Incorporation as subscriber thereto, who is personally known to me or ~~who has provided me with~~ _____ ~~as identification~~, and who did/did ~~not~~ take an oath.

WITNESS my hand and official seal this 11th day of September, 1996.



, NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:



DESIGNATION OF REGISTERED AGENT

FILED
CLERK OF STATE
CORPORATIONS

Certificate Designating Place of Business for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

SEP 16 11 01 46

(Attached to the Articles of Incorporation of

HOME WORKS EDUCATIONAL PRODUCTS, INC.

and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, HOME WORKS EDUCATIONAL PRODUCTS, INC. desiring to organize as a corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **JOSH N. BENNETT** as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



JOSH N. BENNETT
Registered Agent

Requestor's Name

Address

City/State/Zip

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 10 PM 7:28

APPROVED
AND
FILED

296000077040
2400


**STATEMENT OF CHANGE OF REGISTERED OFFICE AND
REGISTERED AGENT
OF
HOME WORKS EDUCATIONAL PRODUCTS, INC.**

Pursuant to the provisions of Section 607.0502, Florida Statutes, HOME WORKS EDUCATIONAL PRODUCTS, INC. adopts the following change to its registered office and registered agent:

The street address of the current registered office for service of process of this corporation is 200 S. Biscayne Blvd., Suite 1050, Miami, Florida 33131. The street address of the new registered office for service of process of this corporation is 8211 W. Broward Blvd., Suite 310, Plantation, Florida 33324. The name of the current registered agent of this corporation is Josh N. Bennett, Esq. The name of the new registered agent of this corporation is Charles H. Lichtman, Esq., whose business office street address is identical to that of the registered office.

Such change was authorized by resolution duly adopted by the board of directors.

Signed this 1ST day of October, 19 96


Signature _____
Thomas Blangiardo,
Director and President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 19 PM 2:27

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that Home Works Educational Products, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Charles H. Lichtman, Esq. an individual with his business address at 8211 W. Broward Boulevard, Suite 310, Plantation, Florida 33324, and a full time Florida resident and citizen, as its agent to accept service of process within Florida.

Dated: 10/26/96



Charles H. Lichtman, Esq.

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 10/26/96



Charles H. Lichtman, Esq.

PMB/REGOF&AG.CER

COSTON, LICHTMAN & JOBLOVE

PRACTICING IN FLORIDA AS
LICHTMAN & JOBLOVE, P.A.

ATTORNEYS AT LAW

CHARLES H. LICHTMAN*
MICHAEL D. JOBL
IRIS M. SOCKEL
PHILLIP M. BRAZLAVSKY
MELISSA F. ZIA

8211 WEST BROWARD BOULEVARD

PLANTATION, FLORIDA 33224

November 11, 1997

PHONE: (954) 424-9910

FAX: (954) 424-9911

**CHICAGO, ILLINOIS
SAN FRANCISCO, CALIFORNIA
WASHINGTON, D.C. AND BOSTON**

***ALSO MEMBER OF ILLINOIS BAR**

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

Re: Home Works Educational Products, Inc.

Dear Sir/Madam:

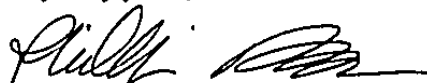
Enclosed herewith please find a check in the amount of \$70.00 made payable to the Division of Corporations for filing of the following documents:

1. Articles of Amendment to Articles of Incorporation
2. Statement of Change of Registered Office and Register Agent, including Certificate of Designation of same.

Please return a file stamped copy of the above-referenced documents in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,



Phillip M. Brazlavsky, Esquire

**PMB/amt
Enclosures
cc: Tom Blangiardo**

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-11/26/96--01019--003
*****70.00 *****35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 10 PM 2:27

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

COSTON, LICHTMAN & JOBLOVE
% PHILLIP BRAZLAVSKY
8211 WEST BROWARD BLVD., SUITE 310
PLANTATION, FL 33324

SUBJECT: HOME WORKS EDUCATIONAL PRODUCTS, INC.
Ref. Number: P96000077040

We have received your document for HOME WORKS EDUCATIONAL PRODUCTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 696A00054918

Amend + RA CR
1-10-97

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
HOME WORKS EDUCATIONAL PRODUCTS, INC.**

Pursuant to the provisions of Sections 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:
(amends **ARTICLE VI - INITIAL BOARD OF DIRECTORS**)

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director . 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 name and address of the director and president of this corporation is:


Thomas Blangiardo
783 Gloucester
Boca Raton, Florida 33487

SECOND: The date of the Amendment's adoption is October 1, 1996.

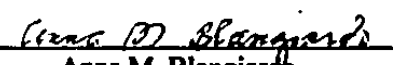
THIRD: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 1st day of October, 19 96.

Signature


Thomas Blangiardo,
Director and President

Signature


Anna M. Blangiardo,
Previously Named Director

BL4670A6.ART

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 10 PM 2:22

APPROVED
AND
FILED