

P96000087573

October 16, 1996

Honorable Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
96 OCT 22 AM 8 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-10/23/96--01010--005  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Mr. Secretary of State:

Enclosed is original and one copy of Articles of Incorporation of

TECNO-EDUCATIONAL SUPPLIES, INC.

Also enclosed is the check in the amount of fee to cover charter tax, filing fee, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,

  
Encls.

nc OCT 24 1996

ARTICLES OF INCORPORATION  
OF  
TECNO-EDUCATIONAL SUPPLIES, INC.

FILED  
66 OCT 22 AM 8 19  
TALLAHASSEE  
FLORIDA

Article I - Name

The name of this corporation is:

TECNO-EDUCATIONAL SUPPLIES, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation may engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

- a) To export and import tecno educational supplies.
- b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other States, districts, territories, countries, or colonies.
- d) To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- f) To acquire by purchase, subscription or otherwise to receives, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownerships, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.
- g) In general, to carry on any other business in connection with the foregoing, and to have exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do, subject only to the limitations of law.

#### Article IV - Capital Stock

This corporation is authorized to issue 600 shares of ten dollar and no cents (\$10.00) par value common stock.

#### Article V - Preferences, Limitations and Relative Rights of Shares of Capital Stock.

##### Section 1. Rights upon Liquidation or Disolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights.

Except as otherwise provided bylaw, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Preemptive Rights.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent.

The street address of the initial registered office and principal office of this corporation is:

Sandra Carucci de Oliveira  
9100 S.W. 140 Street  
Miami, Florida 33176

Other offices for the transaction of business may be located wherever the Director may deem necessary or expedient. The name of the initial registered resident agent of this corporation at this address is:

Sandra Carucci de Oliveira

Article VIII - Initial Board of Directors.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are :

Sandra Carucci de Oliveira  
9100 S.W. 140 Street  
Miami, Florida 33176

Robson Lucena de Oliveira  
9100 S.W. 140 Street  
Miami, Florida 33176

Article IX - Incorporator.

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

Sandra Carucci de oliveira  
9100 S.W. 140 Street  
Miami, Florida 33176

Article X - Bylaws.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Approval of Shareholders Required for Merger.

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

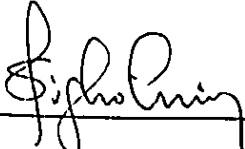
Article XII. Indemnification.

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

Article XIII - Amendment.

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, 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 ten of October of 1996.

  
\_\_\_\_\_  
Subscriber  
SANDRA DE OLIVEIRA

STATE OF FLORIDA )  
COUNTY OF DADE ) ss

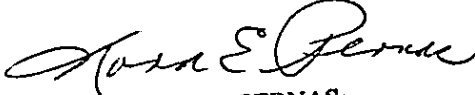
BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared:

SANDRA DE OLIVEIRA

known to me and know by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10<sup>th</sup> day of OCTOBER, 1996.

PRODUCED  
ID IDENTIFICATION NUMBER:  
FLORIDA DRIVER LICENSE B416 780-62-524-8

  
NORA E. PERNAS  
Notary Public, State of Florida  
My Comm. Expires April 22, 1998  
No. CC 372921  
Bonded Thru Official Notary Service

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

First, that TECNO-EDUCATIONAL SUPPLIES, INC.

desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business at City of City of  
Miami, State of Florida,

has named sandra Carucci de Oliveira  
located at 9100 S.W. 140 Street  
City of Miami  
State of Florida

as its agent to accept services of process within Florida.

SIGNATURE  
TITLE  
DATE

[Signature]  
Director  
12/15/96

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 the capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete  
performance of my duties.

SIGNATURE  
DATE

[Signature]  
12/15/96

FILED  
96 OCT 22 AM 8:19  
CLERK OF STATE  
TALLAHASSEE, FLORIDA