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10/3/96

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be:

CAMBRIDGE PUBLISHING INTERNATIONAL, INC.

ARTICLE II.

The general nature of the business to be transacted by the corporation shall be as follows:

To print, publish, produce, market, modify, sell, and distribute books, computer software, and other educational material.

INCLUDING:

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

To carry on such business at one or more locations in this state or other states and foreign countries; to legally enter into, make, perform, and carry out contracts of every kind and for any lawful purpose with any person, firm, association or corporation.

To issue bonds, debentures or obligations of the company from time to time for any of the objects and purposes of the company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To purchase, hold and re-issue the share of its capital stock, and to subscribe to, purchase or otherwise acquire, or to become surety in respect to the stock, bonds or other securities and obligations of other companies.

To purchase, hold and re-issue the share of its capital stock, and to subscribe to, purchase or otherwise deal kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to amounts: to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of

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real estate and the negotiating of loans: to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein made or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon corporations for profit under the laws of the State of Florida, are hereby included and prayed for.

In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Florida upon corporations of this character.

ARTICLE III.

The number of shares of stock that this corporation may issue at this time shall be ONE HUNDRED (100) SHARES, each share to be of no par value, all of which shares to be issued fully paid and non-assessable. The capital stock of this corporation may be paid for in lawful money of the United States or in property, labor or services a fair and just valuation to be fixed by the stockholders or by the Board of Directors.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V.

The existence of the corporation shall be perpetual.

ARTICLE VI.

The principal place of this corporation shall be:

814 NE 11th Ave.
Gainesville, Fl 32601

The mailing address of this corporation shall be:

814 NE 11th Ave.
Gainesville, Fl 32601

With the privilege of establishing other offices and places of business throughout the State of Florida, other states, and foreign countries.

ARTICLE VII.

The number of directors of this corporation shall be one or more.

ARTICLE VIII.

The name and post office address of the director who, subject to the By Laws, has been selected to hold office until his successor is elected and has been qualified, is as follows:

Marcia D. Buchanan, President
814 NE 11th Ave.
Gainesville, Fl 32601

ARTICLE IX.

The name and address of the subscribers to the Certificate who agree to take stock are as follows:

Masoud Kavehzadeh
PO Box 15386
Gainesville, Florida 32604
80 shares (\$80.00)

Marcia D. Buchanan, President
814 NE 11th Ave.
Gainesville, Fl 32601
20 shares (\$20.00)

ARTICLE X.

The name and registered office of the Registered Agent is:

Marcia D. Buchanan, President
814 NE 11th Ave.
Gainesville, FL 32601

ARTICLE XI.

The regulation of the business and the conduct of the affairs of the corporation, and the provisions creating or limiting the powers of the corporation, the directors, and the stockholders, or any class of stockholders, including provisions governing the issuance of stock certificates (provided such provisions are not contrary to the laws of this State) shall be controlled by the by-laws which shall be adopted by the corporation within sixty (60) days after this corporation shall have been formed, which said by-laws may, from time to time and whenever necessary be amended by the Board of Directors of the corporation.

The undersigned incorporator has executed these Articles of Incorporation this

19th day of November, 1996.

Marcia D. Buchanan

814 NE 11th AVENUE

GAINESVILLE, FL 32601

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT / REGISTERED OFFICE**

PURSUANT OF THE PROVISIONS OF SECTION 607.0501, 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:

CAMBRIDGE PUBLISHING INTERNATIONAL, INC.

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

Marcia D. Buchanan, President
814 NE 11th Ave.
Gainesville, FL 32601

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby; accept
the appointment as registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

Marcia D. Buchanan

Date: 11/19/96

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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