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TALLAHASSEE, FL 32302-2600  
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904-222-0393 FAX

**csc networks**

PRINTER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 183655 4342718

AUTHORIZATION : *Patricia Poyt*

COST LIMIT : \$ 122.50

96 DEC 11 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 11, 1996

ORDER TIME : 9:21 AM

ORDER NO. : 183655-010

CUSTOMER NO: 4342718

800002025948--9

CUSTOMER: Mr. Steven W. Vazquez  
GLENN RASMUSSEN & FOGARTY

Suite 1300  
100 South Ashley Drive  
Tampa, FL 33602

DOMESTIC FILING

NAME: WHIZ EDUCATIONAL PRODUCTS,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED  
5 DEC 11 AM 10:30  
ION OF CORPORATION

*12-11-96*

**GLENN RASMUSSEN & FOGARTY**

ATTORNEYS AT LAW

100 South Ashley Drive, Suite 1300  
P.O. Box 3333 Tampa, Florida 33601-3333  
(813) 229-3333 Fax (813) 229-5946

December 10, 1996

**VIA HAND DELIVERY**

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Whiz Educational Products, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Whiz Educational Products, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. A check payable to you for the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Filing Registered	
Agent's certificate	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

**GLENN RASMUSSEN & FOGARTY, P.A.**

*Steven W. Vazquez*  
Steven W. Vazquez

SWV/ad  
Enclosures

cc: Raul A. Vazquez (w/enc.)  
1684-001^C (Whiz)

**ARTICLES OF INCORPORATION  
OF  
WHIZ EDUCATIONAL PRODUCTS, INC.**

FILED  
96 DEC 11 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Whiz Educational Products, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is:

WHIZ EDUCATIONAL PRODUCTS, INC.

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal business office and mailing address of the corporation is 12962 N. Dale Mabry Highway, Tampa, Florida 33618.

**ARTICLE III. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Raul A. Vazquez	12962 N. Dale Mabry Highway Tampa, FL 33618

**ARTICLE IV. CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 12962 N. Dale Mabry Highway, Tampa, Florida 33618, and the name of the corporation's initial registered agent at that address is Raul A. Vazquez.

**ARTICLE VI. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on December 6, 1996.

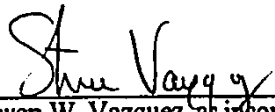
**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator are:

Steven W. Vazquez  
100 South Ashley Drive, Suite 1300  
Tampa, FL 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

**EXECUTED:** December 10, 1996

  
\_\_\_\_\_  
Steven W. Vazquez, as incorporator

**WHIZ EDUCATIONAL PRODUCTS, INC.**

**ACCEPTANCE OF REGISTERED AGENT**

FILED  
96 DEC 11 PM 3:00  
SECRET  
TALLAHASSEE STATE  
FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Whiz Educational Products, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 12962 N. Dale Mabry Highway, Tampa, Florida 33618, has named Raul A. Vazquez as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Whiz Educational Products, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relatives to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: December 10, 1996.

  
Raul A. Vazquez