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JEFFREY P. MANNERS, P.A.*
* ALSO ADMITTED IN TEXAS

JOSEPH P. MANNERS
OF COUNSEL

January 20, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002067679--8
-01/24/97--01051--008
*****70.00 *****70.00

Re: Filing of Articles of Incorporation

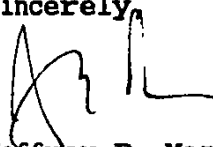
Dear Kind Person:

We enclose for filing in your office the duly executed Articles of Incorporation of Cultural Literacy, Inc., along with our firm check in the amount of \$70.00 for the filing fee.

Please return a file stamp copy to myself at your earliest convenience.

We thank you in advance for your assistance.

Sincerely,



Jeffrey P. Manners

JPM/cg
Encs

c: Thomas Hunter-Reay

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 24 PM 1:24

Jeffrey Manners GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Principal Address*
DATE *1/31/97*
DOC. EXAM. *cg*

cg 1/31/97

**ARTICLES OF INCORPORATION
OF
CULTURAL LITERACY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 24 PM 1:24

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is Cultural Literacy, Inc.
235 Majorca Avenue #8
Coral Gables, FL 33134

ARTICLE II: DURATION

The existence of the corporation shall commence with the filing of these Articles. The duration of the corporation is perpetual.

ARTICLE III: PURPOSE

The corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation will be one thousand (1,000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL BOARD OF DIRECTORS

The corporation will have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the person who is to serve as the member of the initial Board of Directors is:

Thomas A. Hunter-Reay, President
235 Majorca Avenue, Suite 8
Coral Gables, FL 33134

ARTICLE VI: REGISTERED AGENT

The initial registered agent and his address is Thomas A. Hunter-Reay, 235 Majorca Avenue, Suite 8, Coral Gables, FL 33134.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Jeffrey P. Manners, 328 Minorca Avenue, Coral Gables, FL 33134.

The undersigned incorporator has executed these Articles of Incorporation on this 21st day of January, 1997.



Jeffrey P. Manners

97 JAN 24 PM 1:24

CERTIFICATE OF DESIGNATION

OF INITIAL REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement in designation the name and office of the registered agent in Florida.

1. The name of the corporation is Cultural Literacy, Inc.
2. The initial registered agent and office of the corporation will be Thomas A. Hunter-Reay, 235 Majorca Avenue, Suite 8, Coral Gables, Florida 33134.



Thomas Hunter-Reay

Dated: 1-21-97

Having been named as the registered agent and to accept service of process for the above 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 am familiar with and accept the obligations of my position as registered agent.



Thomas Hunter-Reay

Dated: 1-21-97