

P97000013611

January 17th, 1997

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

Re: Educational Import / Export Inc.

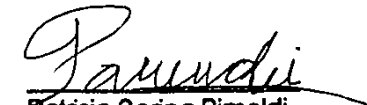
600002075776--5
-02/03/97--01036--012
***135.50 ***135.50

Gentlemen;

Enclosed please find the original and one copy of Articles of Incorporation, together with money order in the amount of \$ 135.50, that is \$ 127.50 for the Registration and \$ 8.00 for a copy of the certificate of good standing.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation and Certificate of Good Standing for the above named Corporation.

Very Truly Yours


Patricia Carina Rimoldi
Resident Agent
Educational Import / Export Inc.

FILED
97 FEB 12 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

619 (611)

MAILING ADDRESS:

Educational Import / Export Inc.
c/o C. A. Spyrou
340 NE 18th Ave. Suite 2-103
Homestead, FL 33033-5051
Tel: 305-248-8516
Fax: 305-248-8838

FEB 5

BSB
(list title of Incorporator)
W97-2843



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1997

C. A. SPYROU
340 N.E. 18TH AVENUE
SUITE 2-103
HOMESTEAD, FL 33033-5051

SUBJECT: EDUCATIONAL IMPORT/EXPORT INC.
Ref. Number: W97000002843

We have received your document for EDUCATIONAL IMPORT/EXPORT INC. and check(s) totaling \$135.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00006012

FILED
97 FEB 12 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EDUCATIONAL IMPORT/EXPORT INC.

THE UNDERSIGNED, subscriber to these Articles of Incorporation, natural person over the age of eighteen (18) years, competent to contract, hereby present these Articles for the formation of a Corporation under the Laws of the State of Florida:

1.-NAME: The name of the Corporation is:

EDUCATIONAL IMPORT/EXPORT INC.

Here and after referred to as "THE CORPORATION".

2.-CLASSIFICATION: This Corporation shall operate under the regulations of Sub-Chapter "S" of the Corporate Laws. To change this status, it will require an amendment of these Articles as described under paragraph 14 of these Articles.

3.-DURATION: This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

4.-PURPOSE: The Corporation is organized for the purpose of transacting any and all lawful business.

5.-STOCKHOLDERS: Any person who may own any number of shares of the Corporate Stock is a Stockholder. The Stockholders have, at least one meeting per year, at which time they elect a Board of Directors. Therefore, by definition the Stockholders' meeting is the Highest Authority in the Corporation. The Stockholders' meeting is announced by the Secretary of the Corporation by registered mail, at least 30 days in advance. If the need exists, there can be special stockholders' meetings; these meetings are also announced by the Secretary of the Corporation by registered mail at least two weeks prior to the meeting.

6.-BOARD OF DIRECTORS: By virtue of their election by the Stockholders, the Board of Directors is the Highest Legislative Authority within the Corporation. Members of the Board of Directors need not be Stockholders of the Corporation. The Board of Directors elects a Chairman who presides at all their meetings, and a Secretary, who, as the Corporate Secretary, is responsible for all the record-keeping, and announces the meetings of the Stockholders. The Board of Directors elects the Executive Officers of the Corporation, which need not be Stockholders. The Board of Directors then gives directives to the Executive Officers of the Corporation pertaining to the daily concerns of the business. The Board of Directors accepts any new Stockholders. The Board of Directors declares all dividends paid to the Stockholders. All decisions of the Board of Directors are through voting by simple majority rule.

7.-CAPITAL STOCK: This Corporation is authorized to issue 1,000 shares of par value common stock which shall be designated "common shares". This common stock will have a par value of Fifty Cents (\$ 0.50) per share.

7a.-Initial capitalization of this Corporation will be commenced by the purchase of the shares of stock by Patricia Carina Rimoldi, who will also be the sole shareholder. Daniel Augusto Caldarelli will be given an option to buy shares at a later time, as decided by the Board of Directors.

7b.-The Corporation will pay interest for loans to it by stockholders only if approved by the Board of Directors. If any stockholder is burdened by interest to a lending institution in order that he may lend funds to the Corporation, then the Corporation will assume payment of said interest for the duration of the loan, provided the Board of Directors has approved the loan, the amount, and the rate of interest ahead of time.

7c.-In the event of death of any of the stockholders, in which case his/her shares become part of his/her estate, if within a year the shares become the property of one or more inheritors, a Board of Directors' meeting will be convened. If at that meeting the inheritor(s) are not accepted as stockholders, then the Corporation will be obligated to buy his/her/their shares at the current book value. The Board of Directors has the right to selectively accept one of the inheritors, while rejecting another. If after a year from his death, the deceased stockholder's shares are still in probate, the Board of Directors' has the right to decide that the Corporation may buy the shares (with the approval of the probate Court) at the current book value.

8.-KEY EMPLOYEES: The Corporation may hire Officers and Key Employees to conduct their business, as may be necessary. All these employees will be compensated with the usual salary and benefits, but the Corporation will maintain the right to have a life term insurance policy in the name of each such person with the Corporation as the beneficiary. The type and the amount of such policy will be determined by a majority vote of the Board of Directors.

9.-PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash or in kind of any new stock of this Corporation 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.

10.-INITIAL REGISTERED OFFICE, PRINCIPAL ADDRESS, AND AGENT: The Street Address of the Initial Registered Office, and Principal Address of this Corporation, as well as the address of the Agent are the same as follows:

**421 NE 29th St.
Miami, FL 33137**

11.-INITIAL BOARD OF DIRECTORS: This Corporation shall have Directors constituting the initial Board of Directors. The number of the Board of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Patricia Carina Rimoldi	421 NE 29th St. Miami, FL 3313
Daniel Augusto Caldarelli	421 NE 29th St. Miami, FL 33137

12.-INCORPORATORS: The name and address of each person signing these articles is:

<u>Name</u>	<u>Address</u>
Patricia Carina Rimoldi	421 NE 29th St. Miami, FL 3313
Daniel Augusto Caldarelli	421 NE 29th St. Miami, FL 33137

13.-INDEMNIFICATION: The Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by Law.

14.-AMENDMENT: This Corporation reserves the right to amend or repeal any provision 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 subscribers have executed these Articles of Incorporation this 17th Day of January 1997.

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 **EDUCATIONAL IMPORT / EXPORT INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF **MIAMI** STATE OF **FLORIDA**, HAS NAMED **PATRICIA CARINA RIMOLDI**, LOCATED AT **421 NE 29th STREET**, CITY OF **MIAMI**, STATE OF **FLORIDA**, **ZIP 33137** AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Patricia Rimoldi*

TITLE: President, Treasurer / Incorporator
DATE: 01-20-97

SIGNATURE *[Signature]*

TITLE: Vice President, Secretary / Incorporator
DATE: 01-20-97

FILED
97 FEB 12 AM 9:56
TALLAHASSEE, FLORIDA

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE *Patricia Rimoldi*

TITLE PRESIDENT TREASURER

DATE 02-08-97

Subscribed and sworn before me

[Signature]

