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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: MIAMI MONTESSORI MATERIALS, INC.

AUDIT NUMBER.....H97000003934

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 5

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ARTICLES OF INCORPORATION  
OF  
MIAMI MONTESSORI MATERIALS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I  
NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be:  
Miami Montessori Materials, Inc., located at: 11950 S.W. 190th Street, Miami, Florida 33177.

ARTICLE II  
DURATION OF CORPORATION

The corporation shall have a perpetual existence which shall begin on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III  
PURPOSE

The general purpose for which the corporation is organized includes the transaction of all lawful business for which corporation may be incorporated under this Chapter.

ARTICLE IV  
AUTHORIZED CAPITAL

The corporation shall be authorized to issue 100 shares common stock of \$1.00 par value, for the total authorized capital of \$100.00.

Prepared By:  
Enrique J. Ventura, Jr., Esq.  
Florida Bar No. 773917  
299 Ponce de Leon Boulevard, Suite 1110  
Coral Gables, Florida 33134  
(305) 444-0022

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EMPIRE CORPORATE KIT

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ARTICLE V

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 prorata share thereof at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Enrique J. Ventura, Jr., Esq., 999 Ponce de Leon Boulevard, Suite 1110, Coral Gables, Florida 33134.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) director, initially. The name and street address of the initial member of the Board of Director is:

- |                  |   |
|------------------|---|
| 1. Jorge Barrios | 11950 S.W. 190th Street<br>Miami, Florida 33177 |
|------------------|---|

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is:

Jorge Barrios  
11950 S.W. 190th Street  
Miami, Florida 33177

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ARTICLE IX  
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President

Jorge Barrios  
11950 S.W. 190th Street  
Miami, Florida 33177

Secretary

Jorge Barrios  
11950 S.W. 190th Street  
Miami, Florida 33177


Vice President

Jorge Barrios  
11950 S.W. 190th Street  
Miami, Florida 33177

Treasurer


Jorge Barrios  
11950 S.W. 190th Street  
Miami, Florida 33177

IN WITNESS WHEREOF, the Incorporator has hereunto subscribed this name, on the 6th day of March, 1997.

  
Jorge Barrios, Incorporator

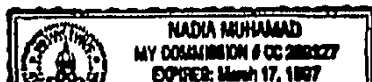
STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 6th day of March, 1997, by the Incorporator, Jorge Barrios.

  
Notary Public,  
State of Florida at Large

My Commission Expires:

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EMPIRE CORPORATE KIT

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

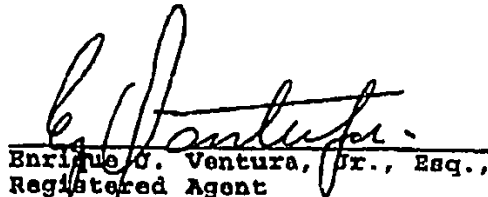
That MIAMI MONTESSORI MATERIALS, INC., a corporation, desiring to organize under the laws of the State of Florida, with its principal office at 11950 S.W. 190th Street, Miami, Florida 33177 has named Enrique J. Ventura, Jr., Esq., 999 Ponce de Leon Boulevard, Suite 1110, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Dated: 3/6/97

  
Jorge Barrios, Director

ACKNOWLEDGMENT

Having been designated to accept service of process for the above named corporation, at the place designated in this Certificate, and agree to comply with the provisions of the Florida Laws relating to keeping open said office.

  
Enrique J. Ventura, Jr., Esq.,  
Registered Agent

FILED

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TALLAHASSEE, FLORIDA

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