PATENT, TRADEMARK & COPYRIGHT ATTORNEYS

PATENT, TRADEMARK & COPYRIGHT ATTORNEYS

EUGENE F MALIN (1936-1990)

BARRY L HALEY
DALE PAUL DIMAGGIO
KEVIN P. CROSBY

DANIEL STEVEN POLLEY
DAVID PAUL LHOTA
MARK DAVID BOWEN
CRISTINA PINHEIRO-PALMER\*
RICK F COMOGLIO

April 3, 1997

JOHN C BLACK\*\*
OF COUNSEL

\*NEW YORK AND BRAZILIAN BARS ONLY

\* \*ILLINOIS BAR ONLY

REPLY TO:

SUITE 1609 • ONE EAST BROWARD BLVD.
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 763-3303 • FAX (954) 522-6507

MIAMI OFFICE: 2000 SOUTH DIXIE HIGHWAY, SUITE 203 TELEPHONE (305) 374-4082

WEST PALM BEACH OFFICE: 500 AUSTRALIAN AVENUE SOUTH, SUITE 600 TELEPHONE (407) 832-5341 FLORIDA WATS 1 (800) 344-3303

Department of State Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399 600002137026--1 -04/08/97--01139--002 \*\*\*\*\*\*70.00 \*\*\*\*\*\*70.00

Re: Filing of Articles of Incorporation for Education Depot, Inc.

Dear Sir or Madam:

Enclosed herewith for filing please find the executed and duly notarized Articles of Incorporation and Acceptance of Registered Agent of Education Depot, Inc. and a copy of a communication from the Florida Department of State confirming the reservation of the name **Education Depot** under reservation no. R97000001120. Also enclosed is a check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

Please return our copy of the Articles of Incorporation as filed, to the attention of the undersigned at the address above.

Should you require any further information in order to proceed, please contact me.

Your assistance in this matter is appreciated.

Very truly yours,

Malin, Haley, DiMaggio & Crosby, P.A.

Kevin P. Crosby

KPC:bpb Enclosures

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nc 4/17/97



### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 9, 1997

KEVIN P. CROSBY, ESQ. MALIN, HALEY, DIMAGGIO & CROSBY, P.A. SUITE 1609- ONE EAST BROWARD BLVD. FORT LAUDERDALE, FL 33301

SUBJECT: EDUCATION DEPOT, INC.

Ref. Number: W97000008215

We have received your document for EDUCATION DEPOT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6067.

Neysa Culligan Document Specialist

Letter Number: 597A00017744

## ARTICLES OF INCORPORATION

#### **OF**

### EDUCATION DEPOT, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

## ARTICLE I

The name of the corporation shall be:

EDUCATION DEPOT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIO

### ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

#### ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

#### ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 100 shares of common stock with a par value of \$10.00 per share.

#### ARTICLE V

The initial registered agent and street address of the initial registered agent of the corporation shall be:

Kevin P. Crosby, Esq. Malin, Haley, DiMaggio & Crosby, P.A. One East Broward Boulevard, Suite 1609 Ft. Lauderdale, Florida 33301

#### ARTICLE VI

This corporation shall have one (1) director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until the earlier resignation or removal from office is:

Thomas P. McLaughlin 5601 N. Federal Highway, #10 Boca Raton, Florida 33487

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

#### **ARTICLE VII**

The name and address of the incorporator of the corporation is:

Thomas P. McLaughlin 5601 N. Federal Highway, #10 Boca Raton, Florida 33487

### **ARTICLE VIII**

The mailing address of the corporation shall be:

5601 N. Federal Highway, #10 Boca Raton, Florida 33487

Executed at Fort Lauderdale, Florida this \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_, 1997. THOMAS P. McLAUGHLIN, Incorporator Thomas P. McLaughlin Sworn to and subscribed before me this  $3^{\prime d}$  day of \_ Notary Public, State of Florida at Large VERNELL V. ROBERTS MY COMMISSION # CC 615477 My commission expires: EXPIRES: January 22, 2001 Bonded Thru Hotery Public Underwr Print type or stamp Commissioned Name of Notary Public Ø Personally known OR Produced identification Type of identification produced:

# ACCEPTANCE BY REGISTERED AGENT

Having	been	appointed	the re	gistered	agent	of	EDUCATION	DEPOT,	INC.,	the
undersigned accepts such appointment and agrees to act in such capacity.										

Kevin P. Crosby, Esq.

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SECRETAKE OF STATE
TALL AHASSEE ELODINA