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ACCOUNT NO. : 072100000032

REFERENCE : 357363 82004A

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 122.50

ORDER DATE : May 7, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 357363-010

CUSTOMER NO: 82004A

CUSTOMER: Mr. Jim Sierra
JIM SIERRA & ASSOCIATES

100002169841--9

Suite 105
9290 Sunset Drive
Miami, FL 33173

DOMESTIC FILING

NAME: EDUCATIONAL RESEARCH
SYSTEMS, 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: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED
MAY - 7 1997
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

MAY - 7 1997

RECEIVED
SEP 7 1977
SEP 7 1977 PM 2:22
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

- OF -

EDUCATIONAL RESEARCH SYSTEMS, INC.

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

EDUCATIONAL RESEARCH SYSTEMS, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

14224 SW 75TH TERRACE
MIAMI, FL 33183

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The name and street address of the member of the first Board of Directors of this corporation are as follows:

OSAMA A. MOHAMMED

14224 SW 75TH TERRACE
MIAMI, FL 33183

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

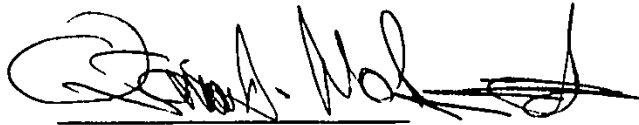
OSAMA A. MOHAMMED

14224 SW 75TH TERRACE
MIAMI, FL 33183

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned OSAMA A. MOHAMMED, being natural person(s), competent to contract, have here unto set his/their hands and seal this 5 May, 1997.

A handwritten signature in black ink, appearing to read 'Osama A. Mohammed', is written over a horizontal line.

OSAMA A. MOHAMMED

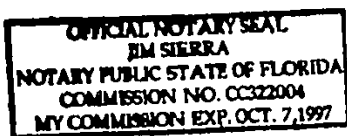
STATE OF FLORIDA) S.S.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared OSAMA A. MOHAMMED, known and known to me, to be the person(s) described herein and who executed the foregoing Article of Incorporation, and he/she/they acknowledged before me that he/she/they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 5 May, 1997


JIM SIERRA

My commission expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:
FIRST THAT: EDUCATIONAL RESEARCH SYSTEMS, INC.

WITH ITS PLACE OF BUSINESS AT 14224 SW 75TH TERRACE, MIAMI, FL 33183

HAS NAMED OSAMA A. MOHAMMED
(Name of registered Agent)

LOCATED AT 14224 SW 75TH TERRACE, MIAMI, FL 33183
(Street address and number of building - PO Box address ARE NOT acceptable)

CITY OF MIAMI, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE President

DATE 5/5/1997

I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(Registered Agent)

DATE 5/5/1997

FILED
MAY 7 1997
CLERK OF CIRCUIT COURT
MIAMI, FLORIDA