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May 27, 1997

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

RE: ARTICLES OF INCORPORATION  
EDUCATIONAL AGENTS, INC.

200002197222--7  
-06/02/97--01029--019  
\*\*\*\*122.50 \*\*\*\*122.50

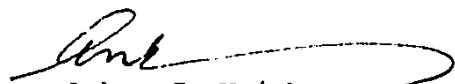
Dear Sir/Madam:

Enclosed, please find the following for the above referenced Corporation:

1. Articles of Incorporation (original and one copy to certify);
2. Certificate Designating Resident Agent (original and one copy to certify); and
3. Our Firm's check in the amount of \$122.50 to cover the above fees.

If the above meets with your approval, kindly return the certified copies of the above to the undersigned.

Sincerely,



Amber J. Vojak  
For the Firm

AJV:kf

Enclosures

SECRET  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -2 AM 10:49

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ARTICLES OF INCORPORATION  
OF  
EDUCATIONAL AGENTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -2 AM 10:50

The undersigned do hereby agree to become a Corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the Corporation is:

EDUCATIONAL AGENTS, INC.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said Corporation shall be and is as follows:

A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any body politic.

B. To establish and maintain offices for any and all operations of this Corporation at such places to be determined by

the directors, wheresoever the same may be located.

C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United States or any of its territories, or in any foreign country.

D. To borrow or raise moneys for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the Corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporation purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other first, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects, and purpose of the Corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the Corporation is empowered to exercise; whether expressly by force of the General Corporation Laws of the State of Florida, or implied by the reasonable construction of the said laws (Chapter 607 of the Florida Statutes).

#### ARTICLE IV - STOCK

The aggregate number of shares which the Corporation has authority to issue is 500 all of which shall be common shares with the par value of One Dollar (\$1.00) per share.

#### ARTICLE V - MINIMUM CAPITAL

The Corporation will begin business with Five Hundred Dollars (\$500.00) as minimum capital contributed by the Incorporators.

#### ARTICLE VI - DIRECTORS

There shall be two (2) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RALPH H. LIEBER	26225 Hickory Blvd. Bonita Springs, FL 34134
PATRICIA ANNE LIEBER	26225 Hickory Blvd. Bonita Springs, FL 34134

ARTICLE VII - INCORPORATORS

The names and residence addresses of the Incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
RALPH H. LIEBER	26225 Hickory Blvd. Bonita Springs, FL 34134

ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this Corporation with another Corporation shall require the holders of at least fifty-one percent (51%) of the issued and outstanding shares of each class of stock in the Corporation to approve such merger or consolidation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such a purpose.

ARTICLE IX - BYLAWS

The Bylaws of the Corporation are to be made, altered or rescinded by the approval of the Directors of the Corporation holding at least fifty-one percent (51%) of the outstanding stock, together with the approval by the Shareholders of the Corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act

of the Directors of the Corporation, with such Directors holding at least fifty-one percent (51%) of the outstanding stock of the Corporation, together with the approval by the Shareholders of the Corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XI - SECTION 1244 STOCK

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock in this Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

26225 Hickory Blvd.  
Bonita Springs, FL 34134

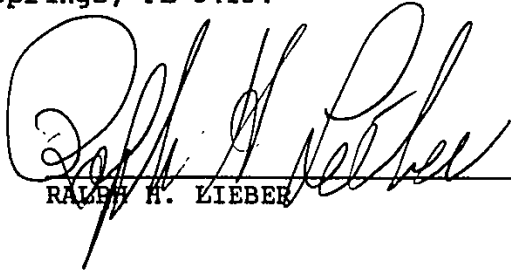
The name of the initial registered agent of the Corporation at that address is:

RALPH H. LIEBER

ARTICLE XIV - PRINCIPAL OFFICE, IF KNOWN,  
OR MAILING ADDRESS OF CORPORATION

The principal office or mailing address of the corporation is:

26225 Hickory Blvd.  
Bonita Springs, FL 34134

  
RALPH H. LIEBER

97 JUN -2 AM 10:49  
SECRET  
DIVISION OF STATE  
OPERATIONS

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 607, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: That EDUCATIONAL AGENTS, INC. desiring to organize or  
qualify under the laws of the State of Florida, with its principal  
place of business at Bonita Springs, Florida, has named RALPH H.  
LIEBER, located at 26225 Hickory Blvd., Bonita Springs, FL 34134,  
as its agent to accept service of process within Florida.

SECOND: 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 and complete performance of my duties.

  
RALPH H. LIEBER

DATED: 17 MAY 1997