

P97000049204

GIBBS & CRAZE

Attorneys and Counselors at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -2 PM 1:18

OHIO OFFICE:
GIBBS & CRAZE CO., L.P.A.
6450 ROCKSIDE WOODS SOUTH
CORPORATE PLAZA I, SUITE 100
CLEVELAND, OHIO 44131

FLORIDA OFFICE:
GIBBS & CRAZE, P. A.
5666 SEMINOLE BOULEVARD, SUITE TWO
SEMINOLE, FLORIDA 33772

CALIFORNIA OFFICE:
GIBBS & CRAZE
1550 EL CAMINO REAL, SUITE 220
MENLO PARK, CALIFORNIA 94025

TELEPHONE: (813) 399-8300

FAX: (813) 398-3907

PLEASE RESPOND TO:
Florida Office

May 29, 1997

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

600002197966--5
-06/02/97--01108--011
****131.25 ****131.25

RE: American Educational Development, Inc.

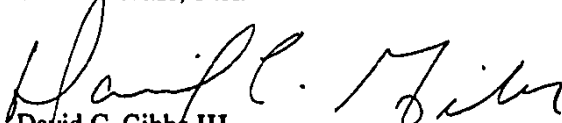
Dear Sir or Madam:

Enclosed for filing are an original and one (1) copy of the Articles of Incorporation for the above-referenced for profit corporation. Enclosed is a check in the amount of \$131.25 to cover the filing fee, Designation of Registered Agent, a certified copy and Certificate Under Seal.

Thank you for your assistance in this matter.

Sincerely,

Gibbs & Craze, P.A.


David C. Gibbs III
Admitted in Florida

RP
6.4.97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -2 PM 1:18

Articles of Incorporation of American Educational Development, Incorporated

The undersigned incorporator, desiring to form a corporation for profit under the General Corporation Law of Florida, certifies:

Article 1 Name

The name of the corporation shall be AMERICAN EDUCATIONAL DEVELOPMENT, INCORPORATED.

Article 2 Principal Office

The place in the State of Florida where the principal office of the corporation is to be located is 5666 Seminole Boulevard, Suite 2, Seminole, Florida 33772 in Pinellas County.

Article 3 Purpose

The purpose for which the corporation is formed is to provide educational services to non-English speaking people of all ages and to engage in any lawful act or activity for which corporations may be formed under the laws of the State of Florida.

Article 4 Number of Shares

The maximum number of shares that corporation is authorized to have outstanding is one hundred (100) shares, all of which shall be common shares with a par value of one dollar (\$1.00).

Article 5

Restrictions on Transfer of Shares

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder of those shares, the holder shall first offer the shares to the corporation and then to the other holders of shares in the following manner:

- (1) The offering shareholder shall deliver, by mail or otherwise, to the Secretary of the corporation a notice in writing that states the price, terms, and conditions of the proposed sale or transfer, the number of shares to be sold or transferred, and his or her intention to so sell or transfer the shares. Within thirty (30) days after the notice, the corporation shall have the prior right to purchase the shares offered in this manner at the price and on the terms and conditions stated in the notice, provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the thirty-day period, or prior to its expiration decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the Secretary. This notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as the address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the notice to the shareholders, any shareholder or shareholders desiring to acquire any part or all of the shares that are referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of the shares at the price and on the terms and conditions stated in the notice. Each offer shall be accompanied by its purchase price with authorization to pay that price against delivery of the shares.
- (2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase that proportion of shares as the number of shares of the corporation that he or she holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
- (3) If all the shares to be sold or transferred are not disposed of under the apportionment, each shareholder desiring to purchase shares in a number in excess of his or her proportionate share, as provided above, shall be entitled to purchase that proportion of those shares that remain thus undisposed of, as the total number of shares that he or she hold bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under the apportionment.

- (4) If, within the thirty-day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer these shares shall not be obligated to accept any of the offer or offers and may dispose of all of the shares referred to in his or her notice to any person or persons whomsoever, provided, however, that he or she shall not sell or transfer these shares at a lower price or on terms and conditions more favorable to the purchaser or transferee than those specified in his or her notice to the Secretary of the corporation.
- (5) Shareholders may not pledge or otherwise encumber their shares as security for any debt.
- (6) All shares owned by Decedent or to which Decedent's estate is entitled shall be sold to and purchased by the corporation. The purchase shall be closed at the principal office of the corporation at a time and date set by the corporation. That date shall not be less than ten (10) nor more than one hundred twenty (120) days following the date of qualification of Decedent's agent. In no event shall closing take place more than six (6) months after Decedent's date of death. If, for any reason, the corporation is unable or unwilling to purchase all of Decedent's shares, the obligation of the corporation to purchase Decedent's remaining shares shall be assumed by the shareholders. The corporation shall not be liable to any person or entity for any tax, cost, or expense of any kind that arises, in any way, out of this section. The responsibility of the corporation under this section is limited to payment of money to a Decedent's estate as provided. For purposes of a Decedent's shares the agent of the Decedent and the corporation shall confer to establish a share value for Decedent's shares. If the corporation the agent of Decedent cannot reach agreement within sixty (60) days after agent's appointment, the agent of Decedent and the corporation shall each appoint an appraiser to establish a share value for Decedent's shares. If the appraisers cannot agree on a share value, they shall appoint a third appraiser who shall appraise the share value of Decedent's shares at either of the values propose by the first two appraisers or the average of those values, whichever the third appraiser concludes is the most accurate value.

Article 6

Redemption

The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at a price and on terms that may be agreed on between the corporation and the selling shareholder or shareholders.

Article 7

Shareholder Voting

Notwithstanding any provision of the laws of the State of Florida now or later in force that requires for any purpose the vote or consent of the holders of shares entitling them to vote two-thirds of the voting power of the corporation of the corporation, such action, unless otherwise expressly required by statute or by bylaw of the corporation, may be taken by the vote or consent of the holders of shares that entitle them to exercise a majority of the voting power of the corporation.

Article 8

Initial Registered Agent

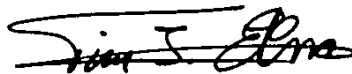
The name of the registered agent of the corporation is Gibbs & Craze, P. A., a Florida corporation, and the address of the registered agent of the corporation is 5666 Seminole Boulevard, Suite 2, Seminole, Florida 33772.

Article 9

Incorporator

The name of the incorporator of the corporation is Timothy Ekno and the address of the incorporator is 5666 Seminole Boulevard, Seminole, Florida 33772.

In Witness Whereof, the undersigned has executed these Articles of Incorporation this 10 day of April, 1997.



Timothy Ekno, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE

97 JUN -2 PM 1:18

Certificate of Designation Registered Agent/Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **AMERICAN EDUCATIONAL DEVELOPMENT, INCORPORATED.**
2. The name of the registered agent is: **GIBBS & CRAZE, P. A.**, and the address of the registered office is: **5666 SEMINOLE BOULEVARD SUITE 2, SEMINOLE, FLORIDA 33772.**

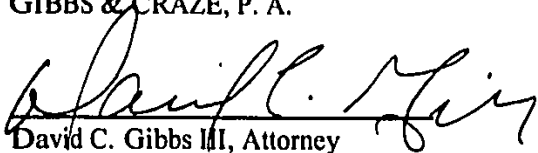
Acceptance By Registered Agent

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

GIBBS & CRAZE, P. A.

5/29/97
Date

By:


David C. Gibbs III, Attorney