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Charter Number Only

7/2/97

Patty

Barry Wilen

Requestor's Name

4601 Sheridan St. #208

Address

Hollywood, Fl. 33021

City

State

ZIP

Phone

#954)966-0011

VALIDATION ONLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Fradd and Associates, Inc.



Empire Toll Free: 1-800-432-3028

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

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Verifier

Acknowledgment

W.P. Verifier

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DIVISION OF CORPORATION

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CR2E031 (R8-85)

K.R. JUL 03 1997

ARTICLES OF INCORPORATION
OF
FRADD AND ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Fradd and Associates, Inc.

ARTICLE II - ADDRESS

The principal place of business is 11128 Palmetto Blvd.,
Turkey Creek, Alachua, Florida 32615.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of making and
selling educational CD ROMS and for any other purpose or activity
permitted under the laws of the United States and under the laws of
the State of Florida and for the purpose of transacting any and all
lawful business for which corporations may be incorporated under
Chapter 607 of the Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred (100)
shares of One and No/100 (\$1.00) Dollar par value common stock,
which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation
John Fradd.

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this
corporation is 11128 Palmetto Blvd., Turkey Creek, Alachua, FL
32615.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The
number of directors may be increased or decreased from time to time
by the By-Laws but shall never be less than one. The names and
address of the initial directors of this corporation are:

Dr. Sandra Fradd-11128 Palmetto Blvd., Turkey Creek,
Alachua, FL 32615

John Fradd-11128 Palmetto Blvd., Turkey Creek, Alachua,
FL 32615

ARTICLE IX - INCORPORATOR

The name and address of the person(s) signing these Articles
of Incorporation are:

Dr. Sandra Fradd, 11128 Palmetto Blvd., Turkey Creek,
Alachua, FL 32615

ARTICLE X - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be
adopted, by either the Board of Directors or the Shareholders but
the Board of Directors may not amend or repeal any By-Laws adopted

by the Shareholders if the Shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the Shareholders of the Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. The holders of records of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Right Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of

the outstanding common shares.

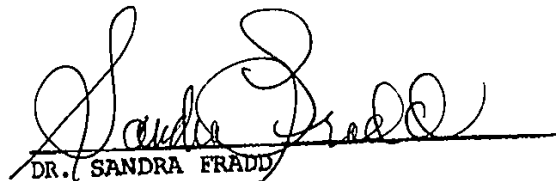
ARTICLE XIV - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto, and any rights conferred upon the shareholders is subject to this reservation.

ARTICLE XV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

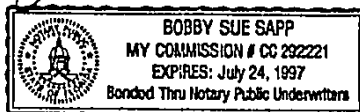
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of June, 1997.


DR. SANDRA FRADD

STATE OF FLORIDA
COUNTY OF

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared DR. SANDRA FRADD, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation or who has produced her FL30-788-41-828-0 as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 30 day of June, 1997.



Bobby Sue Sapp
Printed Name: Bobby Sue Sapp
Notary Public, State of Florida
Commission No.: _____

My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of June, 1997.

John Fradd
John Fradd

Prepared by:
BARRY ALAN WILEN, ESQ.
4601 Sheridan Street, Suite 208
Hollywood, Florida 33021
(954) 966-0011

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