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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: EDAUDIT.COM, INC.

AUDIT NUMBER...... H97000012062

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 3

CERT. COPIES.....1

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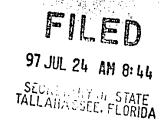


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# ARTICLES OF INCORPORATION FOR EdAudit.com, Inc.

## Article I - NAME



The name of the corporation is EdAudit.com, Inc.

#### Article II - PRINCIPAL OFFICE

The Principal place of business and mailing address of this corporation is 1205 Mariposa Avenue, Suite 208, Coral Gables, Florida 33146.

#### Article III - OFFICERS

The name and address of the Initial officer(s) is:

President:

Avi Rushinek

1205 Mariposa Avenue

Suite 208

Coral Gables, Florida 33146

#### Article IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN MLLION (10,000,000) shares with a \$.00000001 par value.

### Article V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the Initial registered agent for this corporation is Avi Rushinek, 1205 Mariposa Avenue, Suite 208, Coral Gables, Florida 33146.

#### Article VI - INCORPORATOR

The name and address of the incorporator for this corporation is Avi Rushinek, 1205 Mariposa Avenue, Suite 208, Coral Gables, Florida 33146.

The undersigned incorporator has executed these Articles of Incorporation on this 23th day of July, 1997.

Avi Rughinek

Propared by: Mario J. Louis, Esq., Florida Bar No. 0849154

Suphine & D

Carmel & Associates, P.A., 100 N Biscayne Blvd. #2800, Minmi, Florida - (305) 577-8600

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## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501 or 617.0501, Florida Statues, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in the designating the registered office/register agent, in the State of Florida.

The name of the corporation is: EdAudit.com, Inc.

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The name and address of the registered agent is: Avi Rushinek, 1205 Mariposa Avenue, Suite 208, Coral Gables, Florida 33146.

Having been named registered agent for the stated corporation, I hereby accept the appointment as a registered agent and I am familiar with and accept the obligation of my position.

Avi Rushinek Date 07/23/97

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