

P97000075576

WHITMAN EDUCATION GROUP, INC.

August 27, 1997

VIA FEDERAL EXPRESS

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500002279735--6  
-08/28/97--01062--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Whitman Reincorporation, Inc.

Dear Sir/Madam:

Enclosed please find the following:

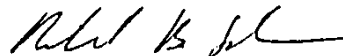
- (1) incorporation fee in the sum of \$122.50;
- (2) original and one copy of the Articles of Incorporation of Whitman Reincorporation, Inc.; and
- (3) original and one copy of the Acceptance of Appointment of Registered Agent.

FILED  
97 AUG 28 AM 10:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Also enclosed is a pre-addressed Federal Express airbill for the purpose of returning to us a certified copy of the Articles of Incorporation.

Should you have any questions regarding the foregoing, please do not hesitate to contact me at (305) 575-6538.

Very truly yours,



Richard B. Salzman  
Vice President - Legal Affairs and General Counsel

RBS/nca  
Enclosure

BC 9/2

**ARTICLES OF INCORPORATION  
OF  
WHITMAN REINCORPORATION, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is "Whitman Reincorporation, Inc." (hereinafter called the "Corporation").

**ARTICLE II - ADDRESS OF  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of the Corporation and the mailing address of the Corporation are 4400 Biscayne Boulevard, 6th Floor, Miami, Florida 33137.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 100,000,000 shares of Common Stock, no par value.

**ARTICLE IV - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 4400 Biscayne Boulevard, 6th Floor, Miami, Florida 33137; and the name of the initial registered agent of the Corporation at that address is Richard B. Salzman, Esq.

**ARTICLE V- INCORPORATOR**

The name and address of the person filing these Articles of Incorporation are Richard B. Salzman, Esq., 4400 Biscayne Boulevard, 6th Floor, Miami, Florida 33137.

**ARTICLE VI - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act.

#### **ARTICLE VII - SPECIAL MEETINGS OF SHAREHOLDERS**

The shareholders of the Corporation may not call a special meeting of shareholders unless the holders of at least fifty percent (50%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### **ARTICLE VIII - AFFILIATED TRANSACTIONS**

For purposes of Section 607.0901 of the Florida Business Corporation Act pursuant to Section 607.0901(1)(h) thereof, the term "disinterested director" shall mean a director who is not, at the time such determination is made, an "interested shareholder" of the Corporation (as defined in Section 607.0901(1)(k)) or the spouse, parent, child or sibling of an interested shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on August 27, 1997.

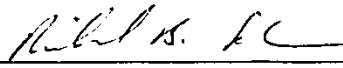


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Richard B. Salzman  
Incorporator

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned, having been appointed as the registered agent of Whitman Reincorporation, Inc., in the foregoing Articles of Incorporation, accepts such appointment and acknowledges that he is familiar with, and accepts, the obligations of such position, including those set forth in Section 607.0501 of the Florida Statutes.

  
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Richard B. Salzman  
Registered Agent

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