



THE UNITED STATES
CORPORATION
COMPANY

997000094217

ACCOUNT NO. : 072100000032

REFERENCE : 587354 96749A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : November 3, 1997

ORDER TIME : 2:07 PM

ORDER NO. : 587354-005

CUSTOMER NO: 96749A

CUSTOMER: Rebecca J. Del Medico, Esq
REBECCA J. DEL MEDICO, ESQ

14 Tara Lakes Drive East

Boynton Beach, FL 33436

FILED
97 NOV -3 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: NATIONAL EDKUCATION RESOURCES,
INC.

EFFECTIVE DATE:

4000002335714--4

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED
97 NOV -3 PM 3:31
DIVISION OF CORPORATION

NOV -3 1997

**ARTICLES OF INCORPORATION
OF
NATIONAL EDUCATION RESOURCES, INC.**

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is National Education Resources, Inc.

Article II - Principal Office

Its principal office address is 8031 Philips Highway, Suite 17A, Jacksonville Florida 32256 and the mailing address of the corporation shall be the same.

Article III - Commencement

This corporation shall commence on the date of the filing of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 100,000,000 shares of, \$.0001 par value, common stock and 40,000,000 shares of, \$.0001 Par value, Preferred Stock, the rights, class and preferences of which shall be established by the corporation's Board of Directors..

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 14 Tara Lakes Drive East, Boynton Beach, Florida 33436 and the name and address of the initial registered agent is Rebecca J. Del Medico, Esq., 14 Tara Lakes Drive East, Boynton Beach, Florida 33436.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Rebecca J. Del Medico
14 Tara Lakes Drive East
Boynton Beach, Florida 33436

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including

attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XII - Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

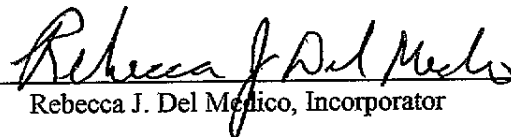
Article XIII - Control-Share Acquisitions

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

Article XIV - Preemptive Rights

The Shareholders of the corporation shall have no preemptive rights.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 30th day of October 1997.



Rebecca J. Del Mexico, Incorporator

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 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT NATIONAL EDUCATION RESOURCES, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

JACKSONVILLE, STATE OF FLORIDA, HAS NAMED REBECCA J. DEL MEDICO, ESO.
— (CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 14 TARA LAKES DRIVE EAST
CITY OF BOYNTON BEACH

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: _____

Rebecca J. Del Medico

TITLE: Incorporator

DATE: OCTOBER 30, 1997

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.

SIGNATURE: _____

Rebecca J. Del Medico, Registered Agent

DATE: OCTOBER 30, 1997

FILED
97 NOV - 3 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA