P98000002858

Eric J. Kaplan, Esq.

Attorney and Counselor at Law Eric J. Kaplan, P.A. 1110 Brickell Avenue, Seventh Floor Miami, Florida 33131

EFFECTIVE DATE

1-7-98

(305) 372-1350 Fax: (305) 372-1352

January 7, 1998

Florida Secretary of State Corporate Records Bureau P.O.Box 6327 Tallahassee, FL 32314

Re: Veritas Assessment Corporation

Gentlemen:

Enclosed please find an Original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50 for the use as follows:

\$35.00 Filing Fee

\$35.00 Certificate Designating Registered Agent

\$52.50 Certified Copy of the Articles.

Thank you for your assistance in this matter. Please return the certified copy of the Articles in the envelope provided herein.

| Eric Kaplan GAVE | Sincerely, | SECR TALL/ | 98 | - |
|--|----------------|--------------------|----------|------|
| AUTHORIZATION BY PHONE TO CORRECT ADD PRINI ADDRESS | ERIC J. KAPLAN | ETARY O | JAN -8 | FILE |
| DAHDK/mh 1/12/98 enclosures CC. EXAM. KC | | F STATE FLORIDA | M II: 09 | D |

ne 1/12/98

EFFECTIVE DATE

ARTICLES OF INCORPORATION

FILED 98 JAN -8 AM II: 09

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

VERITAS ASSESSMENT CORPORATION

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is VERITAS ASSESSMENT CORPORATION

Principal address:

420 S. Dixie Highway

Suite 4D

Coral Gables, Fl. 33143

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is one thousand 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

The street address of the initial registered office of the corporation is 1110 Brickell Avenue, Seventh Floor Miami, Florida 33131 and the initial registered agent of the corporation at that address is Eric J. Kaplan.

ARTICLE V

The name and street address of the member(s) of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

Name

Address

Ellen Tanner Kaplan

420 South Dixie Highway

Suite 4D

Coral Gables, Florida 33143

ARTICLE VII

The name and street address of each incorporator signing these articles is:

Name 1

Eric J. Kaplan

<u>Address</u>

1110 Brickell Avenue,

Seventh Floor

Miami, Florida 33131

ARTICLE VIII

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

EXECUTED at Miami, Florida, this 7th day of January 1998.

Eric J. Kaplan, Incorporato

STATE OF FLORIDA)

) :ss

COUNTY OF DADE.)

SWORN TO AND SUBSCRIBED before me this 14d day of language, 199 by

TIC J. Kaplan , who is personally known to me yes or _____no. (If no, who has produced as identification.

Notary Public Signature

ARACELY D.C. PEREZ
MY COMMISSION # CC415255 EXPIRES
October 20, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE

In accordance with Chapter 48,091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

VERITAS ASSESSMENT CORPORATION, desiring to organize under the laws of the State of Florida, hereby designates Eric J. Kaplan its registered agent and 1110 Brickell Avenue, Seventh Floor Miami, Florida 33131 as its registered office.

ACEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Eric J. Kaplan, Registered Agent

