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TO: DIVISION OF CORPORATIONS

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NAME: EDUCATIONAL RESOURCE NETWORK, INC.

AUDIT NUMBER.....H98000000874

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

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ARTICLES OF INCORPORATION

⑦

OF

EDUCATIONAL RESOURCE NETWORK, INC.

I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE I

NAME

The name of the Corporation shall be EDUCATIONAL RESOURCE NETWORK, INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business permitted under the laws of the United States and of this State. This corporation reserves the right if it so wishes to elect to be a 1361 Subchapter S corporation under Section 1361 of the Internal

Prepared By:  
Gary J. Rotella, Esquire  
Gary J. Rotella & Associates, P.A.  
500 East Broward Boulevard, Penthouse II  
Fort Lauderdale, Florida 33394-3084  
Telephone: (954) 763-2500  
Florida Bar No. 281115

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Revenue Code and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Service Code and all other rights contained therein and may elect to receive all rights granted under any other Section of the Internal Revenue Service Code of 1954 as amended.

**ARTICLE IV.**  
**CAPITAL STOCK**

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Hundred (100) shares.

**ARTICLE V.**  
**CAPITALIZATION**

The corporation will begin business with not less than One Hundred Dollars (\$100).

**ARTICLE VI.**  
**REGISTERED AGENT**

The name and address of the initial registered agent of the corporation is GARY J. ROTELLA, Broward Financial Centre, 500 East Broward Boulevard, Penthouse II, Fort Lauderdale, Florida 33394-3084.

**ARTICLE VII.**  
**REGISTERED OFFICE**

The initial registered office of this Corporation shall be:

Broward Financial Centre  
500 East Broward Boulevard, Penthouse II  
Fort Lauderdale, Florida 33394-3084

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**ARTICLE VIII.**  
**CORPORATE OFFICES**

The principal place of business of the Corporation shall be 2833 N.E. 24th Court, Fort Lauderdale, Florida 33305, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

**ARTICLE IX.**  
**DIRECTORS**

- A. The Corporation shall have not less than one (1) nor more than three (3) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.
- B. The names and addresses of the members of the first Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

KATHLEEN ROTELLA

2833 N.E. 24th Court  
Fort Lauderdale, Florida 33305

DR. MARILYN GRISH

2473 Lob Lolly Lane  
Deerfield Beach, Florida 33442

- C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:
1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.

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2. Educational services.
3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

**ARTICLE X.**  
**INCORPORATORS**

The name and address of the persons signing these Articles is:

|                  |  |
|------------------|--|
| KATHLEEN ROTELLA | 2833 N.E. 24th Court<br>Fort Lauderdale, Florida 33305 |
|------------------|--|

**ARTICLE XI.**  
**OFFICERS**

The names and addresses of the initial officers of this Corporation are as follows:

|                                     |  |
|-------------------------------------|--|
| KATHLEEN ROTELLA<br>President       | 2833 N.E. 24th Court<br>Fort Lauderdale, Florida 33305 |
| DR. MARILYN GRISH<br>Vice President | 2473 Lob Lolly Lane<br>Deerfield Beach, Florida 33442  |

**ARTICLE XII.**  
**AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights

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conferred upon Stockholders herein are granted subject to this reservation.

I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 13th day of January, 1998.

Kathleen Rotella  
KATHLEEN ROTELLA

STATE OF FLORIDA       }  
                                  ss.  
COUNTY OF BROWARD    }

I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared KATHLEEN ROTELLA, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Broward County, Florida, this 13th day of January, 1998.

Rosemarie Ursula Duran  
NOTARY PUBLIC, State of Florida at Large

Rosemarie Ursula Duran  
Print Name of Notary Public

My Commission Expires:



ROSEMARIE URSULA DURAN  
My Commission CC371771  
Expires May. 11, 1998  
Bonded by HAI  
800-422-1500

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That EDUCATIONAL RESOURCE NETWORK, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 2833 N.E. 24th Court, Fort Lauderdale, Florida, 33305, has named Gary J. Rotella, Esquire, of Gary J. Rotella & Associates, P.A., as its registered agent to accept service of process within this State.

Signature: Kathleen Rotella  
KATHLEEN ROTELLA

Date: January 13, 1998

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

GARY J. ROTELLA, ESQUIRE

Dated: January 13, 1998

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