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ACCOUNT NO. : 072100000032

REFERENCE : 766023 81178A

AUTHORIZATION :

*Patricia P. Pitt*

COST LIMIT : \$ 122.50

ORDER DATE : April 2, 1998

ORDER TIME : 10:21 AM

ORDER NO. : 766023-005

CUSTOMER NO: 81178A

CUSTOMER: Sigrid M. Henshaw, Esq  
SIGRID M. HENSHAW, P.A.

P. O. Box 150639  
2313 Southeast 27th Terrace  
Cape Coral, FL 33904

100002476741--9

DOMESTIC FILING

NAME: EDUCATIONAL & BUSINESS SYSTEMS  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -2 PM 2:12

RECORDED  
98 APR -27 AM 11:30  
DIVISION OF CORPORATIONS  
2/98

ARTICLES OF INCORPORATION  
OF  
EDUCATIONAL & BUSINESS SYSTEMS INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -2 PM 2:12

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be EDUCATIONAL & BUSINESS SYSTEMS INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE III - PURPOSE

The Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes as presently enacted and as may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Five Thousand (5,000) shares of common stock. Such shares shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

L. DIETER BEAUGRAND  
6358 Granger Road  
Port Charlotte, FL 33981

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of one (1) Director. The number of Directors of the Corporation may be increased or decreased in accordance with the Bylaws thereof, but shall never be less than one (1). The Board of Directors shall designate and elect the Officers of the Corporation. The name and address of the initial Director of the Corporation is as follows:

L. DIETER BEAUGRAND  
6358 Granger Rd.  
Port Charlotte, FL 33981

#### **ARTICLE VII - REGISTERED AGENT; REGISTERED AND PRINCIPAL OFFICE**

The address of the Registered Office and Principal Office of the Corporation in the State of Florida shall be at 6358 Granger Rd., Port Charlotte, FL 33981. The mailing address of the Corporation shall be the same as the address of its Registered Office and Principal Office. The name of the Registered Agent of the Corporation at the aforesaid address is L. DIETER BEAUGRAND.

#### **ARTICLE VII - POWERS**

The Officers, Directors and Shareholders of the Corporation shall possess and enjoy all powers allowed by law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

#### **ARTICLE IX - INDEMNIFICATION**

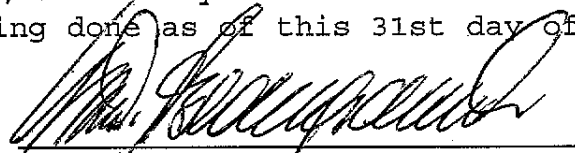
The Corporation shall indemnify, to the fullest extent permitted by the Florida Business Corporation Act, any person who has been made, or is threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary

within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE X - AMENDMENTS

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, is hereby specifically reserved.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation as herein provided under the laws of the State of Florida, does make, subscribe, acknowledge and file the foregoing Articles of Incorporation, and hereby certifies the facts stated therein to be true, all being done as of this 31st day of March, 1998.

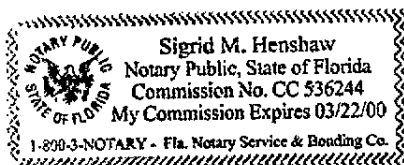
  
L. DIETER BEAUGRAND

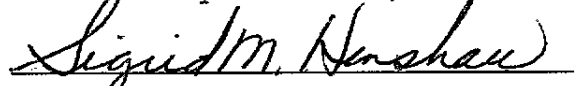
#### ACKNOWLEDGEMENT

State of Florida     )  
                              ) ss:  
County of Lee         )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgements and administer oaths in the State of Florida, personally appeared L. DIETER BEAUGRAND who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged to me that said Articles were executed by him as his voluntary act and deed for the uses and purposes therein expressed.

WITNESS my hand and seal on this 31st day of March, 1998.

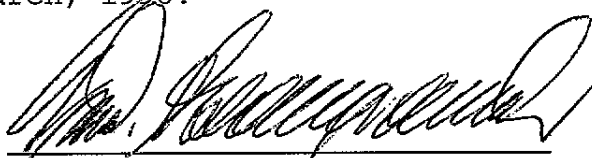


  
Notary Public: Sigrid M. Henshaw  
Commission No.: CC536244  
Commission Expires: 3/22/00

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes Section 48.091, having been named to act as Registered Agent of the Corporation known as EDUCATIONAL & BUSINESS SYSTEMS INC., does hereby accept the appointment as Registered Agent of said Corporation.

DATED as of the 31st day of March, 1998.



L. DIETER BEAUGRAND

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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