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Requestor's Name

Albert S. Lagano, P.A.  
1803 Airport Boulevard  
Post Office Box 897  
Melbourne, FL 32902-0897

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-04/29/98-01066--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

Walk in  Pick up time \_\_\_\_\_  Certified Copy  
 Mail out  Will wait  Photocopy  Certificate of Status

98 APR 29 PM 12:01  
SACRIMONY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

F. CHESSEY APR 30 1998

ARTICLES OF INCORPORATION  
OF  
EDUCATIONAL RESOURCE GROUP, INC.

FILED  
98 APR 29 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation is Educational Resource Group, Inc.

ARTICLE II

Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purpose

The object and purpose of the corporation and the general nature of the business or businesses to be transacted by it shall be as follows:

1. To engage in any all lawful business activity permitted under the laws of the United States and of the State of Florida.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing

or things, incidental or pertinent to, or connected with the businesses hereinbefore described, or any part or parts thereof if not inconsistent with Laws of the State of Florida.

4. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon Corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue ONE thousand shares of common stock with par value of \$1.00 per share.

#### ARTICLE V

##### Initial Registered Office and Agent and Principal Office

The street address of this principal office of this Corporation is: 100 Rialto Place, Suite 705, Melbourne, FL 32901 and the name and address of the initial registered agent of this Corporation is:

Albert S. Lagano  
1803 Airport Blvd.  
Melbourne, FL 32901

#### ARTICLE VI

##### Initial Board of Directors

The Corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time as set forth by the By Laws but in any event, shall not be less than one. The names and addresses of the initial

directors are:

Christian A. Friese, 100 Rialto Place, Suite 705, Melbourne, FL 32901

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is  
Christian A. Friese, 100 Rialto Place, Suite 705, Melbourne, FL  
32901

ARTICLE VIII

Pre-Emptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

Officers

The officers of the Corporation shall upon be a President and Secretary. Until the first meeting of the Board of Directors or until its successors are elected and have qualified, the following shall be the officers of the Corporation.

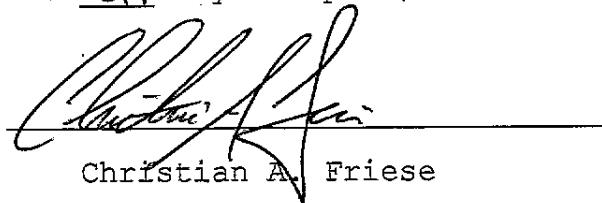
Christian A. Friese PRESIDENT AND SECRETARY

ARTICLE XI

Commencement of Existence

This Corporation shall have perpetual existence which shall begin on date of filing by the Secretary of State.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 21 day of April, 1998.



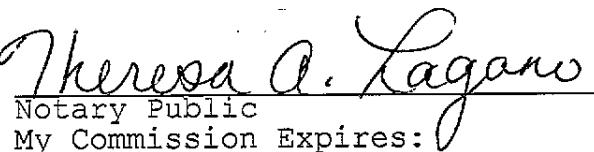
Christian A. Friese

STATE OF FLORIDA

COUNTY OF BREVARD

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared Christian A. Friese, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 21 day of April, 1998.



Theresa A. Lagano  
Notary Public  
My Commission Expires:



DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First That EDUCATIONAL RESOURCE GROUP, INC., a Professional Association, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Melbourne, State of Florida, Albert S. Lagano, 1803 Airport Blvd., Melbourne, County of Brevard, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 provisions of said Act, relative to keeping open said office.



Albert S. Lagano  
Registered Agent

98 APR 29 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED