

P98000078254

Law Office of
ANDREW M. SCHWARTZ, P.A.
A Professional Association

Suite 308
1701 West Hillsboro Boulevard
Deerfield Beach, Florida 33442

Ph. (954) 574-0770
Fax (954) 574-0702

September 2, 1998

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399
(904) 488-9000

EFFECTIVE DATE

8-22-96

500002632975--0

-09/04/98--01128--005

****172.50 ****172.50

Via Federal Express
Air Bill No.: 801426371618

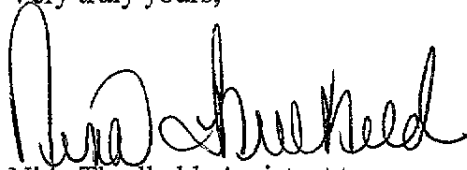
Re: Incorporation of EDTI, Inc.
Certificate of Domestication / Articles of Incorporation

Dear Secretary of State:

Please find enclosed the original Certificate of Domestication with respect to EDTI, Inc., a registered foreign Corporation. Please be advised that the principals of EDTI, Inc. hereby make application to register and domesticate EDTI, Inc. as a Florida Corporation.

Therefore, please find enclosed the original and one copy of the executed Articles of Incorporation for EDTI, Inc. Please file the Articles of Incorporation and return the filed copy to my attention in the enclosed Federal Express envelope for an expedited return. I have enclosed a check in the amount of \$172.50 made payable to Department of State which represents your filing fees. If you have any questions regarding this matter, always feel free to contact me directly.

Very truly yours,



Nina Threlkeld, Assistant to
Andrew M. Schwartz, Esquire

cc: client
enclosure
AMS/nt

webster@aol

FILED
98 SEP -4 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, MARTIN WEBER, PRESIDENT,
(Name) (Title)

of EDTI, INC. a foreign Corporation,
(Corporation Name)

EFFECTIVE DATE

8-22-96

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was AUGUST 22, 19 96.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was STATE OF DELAWARE.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was EDTI, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is EDTI, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

10619 WEST ATLANTIC BLVD, SUITE 219, CORAL SPRINGS, FL

I am PRESIDENT, of EDTI, INC. 33071

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 2 day of SEPTEMBER, 19 98


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$122.50
Total to domesticate and file	\$172.50

98 SEP -4 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
EDTI, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **EDTI, Inc.**

EFFECTIVE DATE

8-22-96

The address of the principal office of this corporation shall be **10619 West Atlantic Boulevard, Suite 219, Coral Springs, Florida 33071**, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities for business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **100** shares of common stock having **\$1.00** par value per share.

ARTICLE IV. REGISTERED AGENT

The registered Agent for the corporation shall be **Martin M. Weber** and the registered office shall be located at:

10844 Cypress Glen Drive
Coral Springs, Florida 33071

FILED
98 SEP -4 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **Two** (2) Directors, initially. The name and address of the initial members of the Board of Directors are:

<u>Name/Title</u>	<u>Street address/City, State, Zip Code</u>
Martin M. Weber	10844 Cypress Glen Drive Coral Springs, Florida 33071
Robert Crawford	43rd and 1st Avenue One Bush Terminal Brooklyn, New York 11232

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

<u>Name/Title</u>	<u>Street address/City, State, Zip Code</u>
Martin M. Weber President/Vice President/Secretary/Treasurer	10844 Cypress Glen Drive Coral Springs Florida 33071

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these articles of Incorporation is:

Martin M. Weber
10844 Cypress Glen Drive
Coral Springs, Florida 33071

IN WITNESS WHEREOF, the undersigned agent of **EDTI, Inc.**, has hereunto set his hand and seal of **Martin M. Weber** on this **2nd** day of **September, 1998.**

EDTI, INC.

By: _____

Its Agent, **Martin M. Weber**

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of:

EDTI, Inc.

and agree to serve as its agent to accept service of process within this State at its Registered Office.



MARTIN M. WEBER

98 SEP -4 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

EFFECTIVE DATE

8-22-96