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NAME: EDUCATIONAL AXIS, INC.,  
AUDIT NUMBER.....H98000017015  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 14, 1998

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SUBJECT: EDUCATIONAL AXIS, INC.  
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**ARTICLES OF INCORPORATION  
OF  
EDUCATIONAL AXIS INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is **EDUCATIONAL AXIS, INC.**

**ARTICLE II  
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III  
PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

**ARTICLE V  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants of any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 4135 Laguna Street, Suite A, Coral Gables, Florida 33146. The registered Agent is Sylvia M. Viyella at 4135 Laguna Street, Suite A, Coral Gables, Florida 33146.

Prepared By: **Andre N. Chammass Jr., P.A.**  
4135 Laguna Street  
Suite C  
Coral Gables, Florida 33146  
(305) 448-9221

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**ARTICLE VII**  
**DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

**NAMES****ADDRESSES**

Sylvia M. Viyella

4135 Laguna Street, Suite A  
Coral Gables, Florida 33146

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator is: Sylvia M. Viyella at 4135 Laguna Street, Suite A, Coral Gables, Florida 33146.

**ARTICLE IX**  
**INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.


IN WITNESS WHEREOF, I have signed these Articles of Incorporation the 11th day of September, 1998.

  
 Sylvia M. Viyella

STATE OF FLORIDA )  
 ) SS.  
 COUNTY OF DADE )

The foregoing Articles of Incorporation was acknowledged before me this 11th day of September, 1998, by Sylvia M. Viyella who is personally known to me and who did not take an oath. She acknowledged before me according to law, that she made and subscribed the same for the purpose therein mentioned and set forth therein.

Prepared By: Andre N. Chammas Jr., P.A.  
 4135 Laguna Street  
 Suite C  
 Coral Gables, Florida 33146  
 (305) 448-9221

  
 NOTARY PUBLIC, State of Florida at Large  
 NOTARY: Lori V. Chammas  
 My Commission Expires:



Lori V. Chammas  
 MY COMMISSION # CC743727 EXPIRES  
 May 18, 2002  
 BONDED THRU TROY FAIR INSURANCE, INC.

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Educational Axis, Inc.
2. The name and address of the Registered agent is Sylvia M. Viyella  
4135 Laguna Street, Suite C, Coral Gables, Florida 33146

Signature:

Title:

Date:

*Sylvia M. Viyella*  
Registered Agent and Incorporator  
September 11, 1998

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

Date:

*Sylvia M. Viyella*  
September 11, 1998

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TALLAHASSEE, FLORIDA

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