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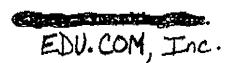
EFFECTIVE DATE

From:

Account Name: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number: 110432003053 Phone: (305)672-0686 Fax Number: (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.



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ARTICLES OF INCORPORATION

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is: EDU.COM, Inc.

Article II. Address

The mailing address of the Corporation is: EDU.COM, Inc. 16434 S.W. 67th Avenue Ft. Lauderdale FL 33321

Article III. Registered Agent

The name and address of the registered agent of the Corporation is: Allen H. Libow 301 Yamato Road, Suite 4199 Boca Raton FL 33431

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Gary S. Walters Kristen Gray

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Allen H. Libow | FL Bar Member 899135 Graner, Root & Libow, P.A. 301 Yamato Road, Sulte 4199 Boca Raton FL 33431 561-998-3232

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is: Allen H. Libow Graner, Root & Libow, P.A. 301 Yamato Road, Suite 4199 Boca Raton FL 33431

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 4, 1998.

The undersigned incorporator executed these Articles of Incorporation on November 5, 1998.

ALLEN H. LIBOW

by G.K. Kuroda as attorney-in-fact

Allen H. Libow | FL Bar Member 899135 Graner, Root & Libow, P.A. 301 Yamato Road, Suite 4199 Boca Raton FL 33431 561-998-3232

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

98 NOV -5 PM 1:21 SECRETARY OF STATE TALLAHASSEE, FLORIDA

CORPORATION: EDU.COM, Inc.

REGISTERED AGENT/OFFICE:
Allen H. Libow
301 Yamato Road, Suite 4199
Boca Raton FL 33431

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

ALLEN H. LIBOW

by G.K. Kuroda as attorney-in-fact

Date: November 5, 1998.

Allen H. Libow | FL Bar Member 899135 Graner, Root & Libow, P.A. 301 Yamato Road, Suite 4199 Boca Raton FL 33431 561-998-3232

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