

SCHULTE & BISBING

A PROFESSIONAL ASSOCIATION  
FIRST UNION FINANCIAL CENTER  
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WRITER'S DIRECT NO.

377-1572

February 19, 1999

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-02/22/99--01124--014  
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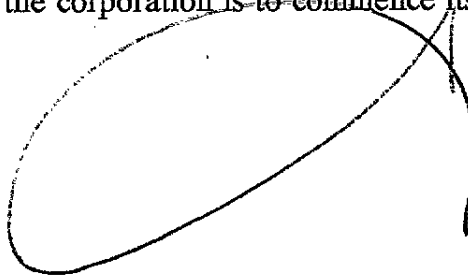
RE: STUDY WIRE, INC.

Gentlemen:

Enclosed herewith for filing are the following documents pertaining to the above-referenced corporation:

1. Articles of Incorporation duly executed by me as the incorporator.
2. Copy of the Articles of Incorporation to be stamped and returned to me.
3. Appointment of registered agent form and statement of acceptance duly executed by me.
4. My check in the amount of \$70.00, covering the filing fee and cost of registered agent designation.

Please note that in accordance Article II of the enclosed Articles of Incorporation, the corporation is to commence its existence on February 17, 1999.

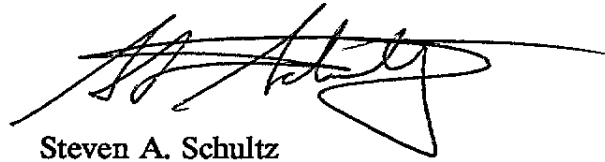
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
2-17-99

Secretary of State  
February 19, 1999  
Page 2

If you have any questions regarding this matter, please feel free to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read 'SAS', with a long horizontal line extending to the right and a large loop at the end.

Steven A. Schultz

SAS/md  
Enclosures  
F:\WORK\SCHULTZ\STUDY\SECOFST.001

**ARTICLES OF INCORPORATION  
OF  
STUDY WIRE, INC.**

99 FEB 22 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME and PRINCIPAL OFFICE**

EFFECTIVE DATE  
2-17-99

The name of this corporation shall be STUDY WIRE, INC. and the principal place of business and mailing address of this corporation shall be located at 3550 N.W. 112th Street, Miami, Florida 33167. The corporation has the privilege of having branch offices within or without the State of Florida.

**ARTICLE II  
DURATION**

This corporation shall commence its existence as of February 17, 1999, and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III  
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV  
CAPITALIZATION**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
50,000	\$ 0.01	Common

**The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.**

**No shareholder shall have a pre-emptive right to purchase additional shares of the corporation's stock.**

**ARTICLE V**  
**INITIAL DIRECTORS**

The corporation shall have a board of directors consisting of one or more persons as determined from time to time by the shareholders in accordance with the by laws. Initially, the number of directors shall be three, and the following persons shall serve in that capacity until the shareholders determine otherwise:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Craig Green	3550 N.W. 112th Street Miami, Florida 33167
Brian Maser	3550 N.W. 112th Street Miami, Florida 33167
Carole Green	3550 N.W. 112th Street Miami, Florida 33167

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at 200 South Biscayne Boulevard, Suite 2410, Miami, Florida 33131, and the initial registered agent at that address shall be Steven A. Schultz.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is Steven A. Schultz, 200 South Biscayne Boulevard, Suite 2410, Miami, Florida 33131.

**ARTICLE VIII**  
**DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

**ARTICLE IX**  
**NO SHAREHOLDER LIABILITY**

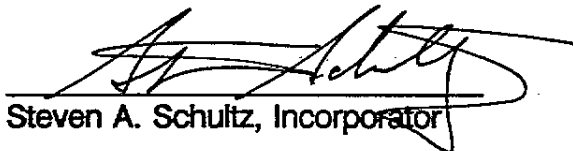
The private property of the shareholders shall not be subject to payment of the corporation's debts to any extent.

**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

\* \* \* \* \*

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 17th day of February, 1999.

  
Steven A. Schultz, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

STUDY WIRE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 3550 N.W. 112th Street, Miami, Florida 33167 has named STEVEN A. SCHULTZ, 200 South Biscayne Boulevard, Suite 2410, Miami, Dade County, Florida 33131, as its statutory Registered Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Registered Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
Steven A. Schultz, Registered Agent

DATED: this 17th day of February, 1999

**FILED**  
09 FEB 23 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA